



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2014

OF THE CONDITION AND AFFAIRS OF THE

HealthSpring Life & Health Insurance Company, Inc.

NAIC Group Code09010901NAIC Company Code12902Employer's ID Number20-8534298
(Current)(Prior)

Organized under the Laws ofTexas, State of Domicile or Port of EntryTexas

Country of DomicileUnited States of America

Licensed as business type:Life, Accident & Health

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized02/27/2007Commenced Business02/27/2007

Statutory Home Office2900 North Loop West, Suite 1300Houston, TX, US 77092
(Street and Number)(City or Town, State, Country and Zip Code)

Main Administrative Office500 Great Circle RoadNashville, TN, US 37228615-291-7000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Mail Address9009 Carothers ParkwayFranklin, TN, US 37067
(Street and Number or P.O. Box)(City or Town, State, Country and Zip Code)

Primary Location of Books and Records500 Great Circle RoadNashville, TN, US 37228615-291-7000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Internet Website Addresswww.cignahealthspring.com

Statutory Statement ContactBeth Ann Hollingsworth615-236-6252
(Name)(Area Code) (Telephone Number)
regulatory@healthspring.com615-401-4566
(E-mail Address)(FAX Number)

OFFICERS

President, Chairman & Chief Executive OfficerScott Christian HuebnerVice President & SecretaryGregory James Allen

Chief Financial OfficerBrian David SetzerCo-Chief Executive OfficerMatthew Shawn Morris

OTHER

Dirk Oliver Wales MD	Corporate Medical Director	Richard Alan Appel	Compliance Officer	David Lowell Terry	Chief Actuary
Jay Landon Hurt	Divisional President	Peter Ronald Gardner	Vice President	Kristinn Klunkert Benton	Vice President
Allen Curtis Perez	Vice President	Barry Richard McHale	Vice President & Treasurer	James Patrick Foley	Divisional President
Robert Lambdin Dawson	Divisional President	Maureen Hardiman Ryan	Vice President & Assistant Treasurer	Scott Ronald Lambert	Vice President & Assistant Treasurer
Jumana Nadeem Siddiqui	Assistant Treasurer	Kevin James Oleksak	Assistant Secretary	Rhiannon Ashley Bernier	Assistant Secretary
Anna Krishtul	Assistant Secretary				

DIRECTORS OR TRUSTEES

Scott Christian Huebner	Robert Lambdin Dawson	Matthew Shawn Morris
Gregory James Allen	Jay Landon Hurt	

State ofMarylandSS:
County ofHarford

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Matthew Shawn Morris
Co-Chief Executive Officer

Brian David Setzer
Chief Financial Officer

Gregory James Allen
Vice President and Secretary

Subscribed and sworn to before me this
day ofMay, 2014

a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

Christina Y. Schneider
Notary Public
October 31, 2016

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	342,378,604	0	342,378,604	329,895,724
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$73,347,703), cash equivalents (\$58,002,588) and short-term investments (\$72,838,314)	204,188,605	0	204,188,605	186,669,148
6. Contract loans (including \$0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	871,978	0	871,978	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	547,439,187	0	547,439,187	516,564,872
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	3,509,706	17,755	3,491,950	3,699,340
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	39,431,067	0	39,431,067	19,689,554
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0	39,172,933
18.1 Current federal and foreign income tax recoverable and interest thereon	25,042,173	0	25,042,173	461,216
18.2 Net deferred tax asset	9,789,335	594,670	9,194,665	9,479,268
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$0)	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	10,639	0	10,639	3,740,192
24. Health care (\$74,013,991) and other amounts receivable	77,893,888	3,879,897	74,013,991	78,498,678
25. Aggregate write-ins for other than invested assets	2,153,715	0	2,153,715	602,925
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	705,269,709	4,492,322	700,777,387	671,908,978
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	705,269,709	4,492,322	700,777,387	671,908,978
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. State Income Taxes Recoverable	856,891	0	856,891	602,925
2502. Premium Tax Recoverable	1,296,824	0	1,296,824	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	2,153,715	0	2,153,715	602,925

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)	181,094,811	0	181,094,811	166,500,971
2. Accrued medical incentive pool and bonus amounts	11,976,862	0	11,976,862	10,199,110
3. Unpaid claims adjustment expenses	2,148,048	0	2,148,048	1,894,780
4. Aggregate health policy reserves, including the liability of \$6,687,330 for medical loss ratio rebate per the Public Health Service Act	49,975,338	0	49,975,338	63,073,256
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	0	0	0	0
8. Premiums received in advance	237,195	0	237,195	232,767
9. General expenses due or accrued	30,999,066	0	30,999,066	2,396,912
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	0	0	0	0
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	0	0	0	0
12. Amounts withheld or retained for the account of others.....	2,850,336	0	2,850,336	2,749,574
13. Remittances and items not allocated	853,245	0	853,245	0
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	49,705,385	0	49,705,385	39,638,865
16. Derivatives	0	0	0	0
17. Payable for securities	0	0	0	0
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers, \$0 unauthorized reinsurers and \$0 certified reinsurers).....	0	0	0	0
20. Reinsurance in unauthorized and certified (\$0) companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	5,335,468	0	5,335,468	0
23. Aggregate write-ins for other liabilities (including \$0 current)	299,179	0	299,179	487,777
24. Total liabilities (Lines 1 to 23)	335,474,934	0	335,474,934	287,174,011
25. Aggregate write-ins for special surplus funds	XXX	XXX	8,203,398	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	116,703,127	116,703,127
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	237,895,927	265,531,839
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$0)	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$0)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	365,302,453	384,734,967
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	700,777,387	671,908,978
DETAILS OF WRITE-INS				
2301. Fines and penalties	299,179	0	299,179	487,777
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	299,179	0	299,179	487,777
2501. 2015 Health Insurance Industry Fee	XXX	XXX	8,203,398	0
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	8,203,398	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	1,677,020	1,843,411	7,226,846
2. Net premium income (including \$0 non-health premium income).....	XXX	550,041,632	553,084,545	2,126,573,626
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	0	0	0
4. Fee-for-service (net of \$0 medical expenses).....	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	(2,258,989)
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	550,041,632	553,084,545	2,124,314,637
Hospital and Medical:				
9. Hospital/medical benefits	0	282,481,071	266,908,032	1,074,949,306
10. Other professional services	0	7,597,313	5,715,443	22,163,704
11. Outside referrals	0	15,915,001	12,215,265	72,946,859
12. Emergency room and out-of-area	0	1,259,848	5,733,638	22,918,091
13. Prescription drugs	0	171,154,046	184,206,907	541,667,745
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	(1,553,429)	189,499	2,445,314
16. Subtotal (Lines 9 to 15)	0	476,853,850	474,968,784	1,737,091,020
Less:				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	476,853,850	474,968,784	1,737,091,020
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$19,613,353 cost containment expenses	0	22,537,879	23,135,077	68,277,164
21. General administrative expenses	0	82,882,637	47,715,344	205,581,871
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)	0	(1,750,806)	0	9,207,609
23. Total underwriting deductions (Lines 18 through 22).....	0	580,523,560	545,819,205	2,020,157,664
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(30,481,928)	7,265,340	104,156,973
25. Net investment income earned	0	2,193,283	968,517	5,965,306
26. Net realized capital gains (losses) less capital gains tax of \$(404)	0	(751)	6,237	3,134
27. Net investment gains (losses) (Lines 25 plus 26)	0	2,192,532	974,754	5,968,440
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0) (amount charged off \$0)].....	0	(2,237,751)	(2,696,230)	(16,116,614)
29. Aggregate write-ins for other income or expenses	0	(56)	(43,705)	(45,970)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(30,527,203)	5,500,159	93,962,829
31. Federal and foreign income taxes incurred	XXX	(13,201,552)	1,728,069	36,558,358
32. Net income (loss) (Lines 30 minus 31)	XXX	(17,325,651)	3,772,090	57,404,471
DETAILS OF WRITE-INS				
0601. Star+Plus Experience Rebate	XXX	0	0	(2,268,317)
0602. Other Income	XXX	0	0	9,328
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	(2,258,989)
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Penalties and Fines	0	(56)	(43,705)	(45,970)
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	(56)	(43,705)	(45,970)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	384,734,967	439,318,956	439,318,956
34. Net income or (loss) from Line 32	(17,325,651)	3,772,090	57,404,471
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$0	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(242,331)	21,157,976	3,237,503
39. Change in nonadmitted assets	(1,864,532)	(62,437,846)	2,774,036
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	0
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	(118,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	(19,432,514)	(37,507,780)	(54,583,989)
49. Capital and surplus end of reporting period (Line 33 plus 48)	365,302,453	401,811,176	384,734,967
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	529,980,986	522,412,074	2,135,092,662
2. Net investment income	4,009,309	1,569,995	7,962,767
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	533,990,295	523,982,069	2,143,055,429
5. Benefit and loss related payments	457,819,832	464,991,134	1,738,363,173
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	47,057,436	21,249,565	372,647,512
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$1,688 tax on capital gains (losses)	11,379,000	21,533,007	45,915,830
10. Total (Lines 5 through 9)	516,256,267	507,773,707	2,156,926,515
11. Net cash from operations (Line 4 minus Line 10)	17,734,027	16,208,362	(13,871,086)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	13,171,875	8,023,967	31,730,957
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	30,000,000
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(1,155)	0	(10,413)
12.7 Miscellaneous proceeds	0	175,457	204,732
12.8 Total investment proceeds (Lines 12.1 to 12.7)	13,170,720	8,199,424	61,925,276
13. Cost of investments acquired (long-term only):			
13.1 Bonds	27,263,392	4,675,583	226,978,503
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	30,000,000	30,000,000
13.6 Miscellaneous applications	871,978	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	28,135,370	34,675,583	256,978,503
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(14,964,650)	(26,476,159)	(195,053,227)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	118,000,000
16.6 Other cash provided (applied)	14,750,080	2,708,512	1,027,240
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	14,750,080	2,708,512	(116,972,759)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	17,519,457	(7,559,285)	(325,897,073)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	186,669,148	512,566,220	512,566,220
19.2 End of period (Line 18 plus Line 19.1)	204,188,605	505,006,936	186,669,148

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	592,201	0	0	0	0	0	0	112,340	24,915	454,946
2. First Quarter	552,988	0	0	0	0	0	0	110,109	25,051	417,828
3. Second Quarter	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	1,677,020	0	0	0	0	0	0	330,593	74,968	1,271,459
Total Member Ambulatory Encounters for Period:										
7. Physician	496,948	0	0	0	0	0	0	426,831	70,117	0
8. Non-Physician	352,113	0	0	0	0	0	0	340,466	11,647	0
9. Total	849,061	0	0	0	0	0	0	767,297	81,764	0
10. Hospital Patient Days Incurred	40,301	0	0	0	0	0	0	37,075	3,226	0
11. Number of Inpatient Admissions	6,521	0	0	0	0	0	0	5,888	633	0
12. Health Premiums Written (a)	550,041,632	0	0	0	0	0	0	334,568,328	81,357,651	134,115,653
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	550,041,632	0	0	0	0	0	0	334,568,328	81,357,651	134,115,653
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	457,819,832	0	0	0	0	0	0	264,775,853	72,988,709	120,055,269
18. Amount Incurred for Provision of Health Care Services	476,853,850	0	0	0	0	0	0	274,458,979	74,527,786	127,867,085

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$550,041,632

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	0	0	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	0	0	0	0	0	0
4. Vision Only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	57,783,335	210,323,700	13,936,322	104,849,693	71,719,656	102,402,769
7. Title XIX - Medicaid	16,503,330	56,485,379	1,307,925	17,211,183	17,811,255	16,980,031
8. Other health	(17,547,620)	137,602,889	4,272,098	39,517,591	(13,275,523)	47,118,171
9. Health subtotal (Lines 1 to 8)	56,739,045	404,411,968	19,516,344	161,578,467	76,255,389	166,500,971
10. Healthcare receivables (a)	3,895,929	73,997,959	0	0	3,895,929	80,556,314
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	749,038	(4,080,219)	8,118,565	3,858,297	8,867,603	10,199,110
13. Totals (Lines 9-10+11+12)	53,592,154	326,333,790	27,634,909	165,436,764	81,227,063	96,143,766

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of HealthSpring Life & Health Insurance Company, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Texas Department of Insurance (the Department).

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Texas for determining and reporting the financial condition and results of operations of a Health Maintenance Organization (HMO) for determining solvency under Texas Insurance Law. The National Association of Insurance Commissioners' (the NAIC) *Accounting Practices and Procedures Manual* (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Texas. While the Department has adopted certain prescribed accounting practices that differ from those found in NAIC SAP, the Company's financials were not affected by those differences in 2014 or 2013.

B. Use of Estimates in the Preparation of the Financial Statements

No change from the 2013 Annual Statement.

C. Accounting Policies

No change from the 2013 Annual Statement.

2. Accounting Changes and Corrections of Errors

A. Material Changes in Accounting Principles and/or Correction of Errors

Changes in Accounting Principles – no changes from 2013 annual statement.

Corrections of Errors – not applicable

3. Business Combinations and Goodwill

A. Statutory Purchase Method – not applicable.

B. Statutory Merger – not applicable.

C. Assumption Reinsurance – not applicable.

D. Impairment Loss – not applicable.

4. Discontinued Operations

1. Identity of Segment Discontinued – not applicable.

2. Expected Disposal Date – not applicable.

3. Expected Manner of Disposal – not applicable.

4. Description of Remaining Assets and Liabilities – not applicable.

5. Amounts Related to Discontinued Operations – not applicable.

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans – not applicable.

B. Debt Restructuring – not applicable.

C. Reverse Mortgages – not applicable.

D. Loan-Backed Securities

1. Prepayment assumptions for loan-backed securities and other structured securities were obtained from external financial data sources. These assumptions are consistent with the current interest rate and economic environment.

NOTES TO FINANCIAL STATEMENTS

2. There are no loan-backed securities or structured securities with a recognized other-than-temporary impairment as of March 31, 2014.
3. There are no loan-backed or structured securities where the present value of cash flows expected to be collected is less than amortized cost.
4. All impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains):

a. The aggregate amount of unrealized losses:

1. Less than 12 months: \$68,063

2. 12 months or longer: \$52

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months: \$4,273,561

2. 12 months or longer: \$28,149

5. Management reviews loan-backed and other structured securities with a decline in fair value from cost for impairment based on criteria that include;

• length of time and severity of decline;

• financial and specific near term prospects of the issuer;

• changes in the regulatory, economic or general market environment of the issuer’s industry or geographic region; and

• the Company’s intent to sell or the inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost.
- E. Repurchase Agreements and/or Securities Lending Transactions – not applicable.
- F. Real Estate – not applicable.
- G. Investments in Low Income Housing Tax Credits – not applicable.
- H. Restricted Assets
(1) Restricted Assets (Including Pledged)
- | Restricted Asset Category | Total Gross
Restricted from
Current Year | Total Gross
Restricted from
Prior Year | Increase
(Decrease) | Total Current
Year Admitted
Restricted | Percentage Gross
Restricted to
Total Assets | Percentage
Admitted
Restricted to
Total Admitted
Assets |
|---|--|--|------------------------|--|---|---|
| a. Subject to contractual obligation for which liability is not shown | \$ - | \$ - | \$ - | \$ - | - | - |
| b. Collateral held under security lending agreements | - | - | - | - | - | - |
| c. Subject to repurchase agreements | - | - | - | - | - | - |
| d. Subject to reverse repurchase agreements | - | - | - | - | - | - |
| e. Subject to dollar repurchase agreements | - | - | - | - | - | - |
| f. Subject to dollar reverse repurchase agreements | - | - | - | - | - | - |
| g. Placed under option contracts | - | - | - | - | - | - |
| h. Letter stock or securities restricted as to sale | - | - | - | - | - | - |
| i. FHLB capital stock | - | - | - | - | - | - |
| j. On deposit with states | 8,110,668 | 8,136,457 | (25,789) | 8,110,668 | 1.2% | 1.2% |
| k. On deposit with other regulatory bodies | - | - | - | - | - | - |
| l. Pledged collateral to FHLB (including assets backing funding agreements) | - | - | - | - | - | - |
| m. Pledged as collateral not captured in other categories | - | - | - | - | - | - |
| n. Other restricted assets | - | - | - | - | - | - |
| o. Total Restricted Assets | \$ 8,110,668 | \$ 8,136,457 | \$ (25,789) | \$ 8,110,668 | 1.2% | 1.2% |
6. Joint Ventures, Partnerships and Limited Liability Companies
- 10.1

NOTES TO FINANCIAL STATEMENTS

- A. Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.
- B. Impaired Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.

7. Investment Income

- A. Any investment income due and accrued with amounts that are over 90 days past due are nonadmitted and excluded from surplus.
- B. As of March 31, 2014 and December 31, 2013, the Company had no investment income due and accrued with amounts that are over 90 days past due.

8. Derivative Instruments

- A. Market Risk, Credit Risk, and Cash Requirements for Derivatives – not applicable.
- B. Objectives for the Use of Derivatives – not applicable.
- C. Description of Accounting Policies for Derivatives – not applicable.

D&E. Net Gain or Loss from Derivatives – not applicable.

F. Cash Flow Hedges – not applicable.

9. Income Taxes

No change from the 2013 Annual Statement except as follows:

The Health Insurance Industry Fee will cause Income Tax Incurred and change to deferred income tax to differ by approximately 9% from the amount obtained by applying the federal statutory rate of 35% to income before taxes.

10. Information Concerning Parent, Subsidiaries and Affiliates

- A. B. and C.

As of March 31, 2014, no dividends have been paid and no capital contributions have been received in 2014. In 2013, the Company paid \$118,000,000 in ordinary dividends to NewQuest, LLC (the Parent).

- D. At March 31, 2014 and December 31, 2013, the Company reported \$49,694,746 and \$35,898,673, respectively, as the net amounts due to the parent, subsidiaries and affiliates, respectively. These amounts are settled periodically, usually monthly.

- C. Guarantees Resulting in a Material Contingent Exposure – not applicable.

- D. Management Services Agreement

No changes from 2013 Annual Statement.

- E. Ownership

All outstanding shares of the Company are owned by NewQuest, LLC, a limited liability company domiciled in the state of Texas, which is a wholly owned subsidiary of HealthSpring, Inc., a Delaware corporation, which is an indirect wholly owned subsidiary of Cigna Corporation.

- F. Upstream Intermediate Entity – not applicable.

- G. Investment in SCA Entity that Exceeds 10% of Admitted Assets – not applicable.

- H. Investments in Impaired SCA's – not applicable.

- I. Investments in Foreign Insurance Subsidiaries – not applicable.

- J. Investment in a Downstream Non-Insurance Holding Company – not applicable.

11. Debt

- A. Debt and Capital Notes – not applicable.

- B. FHLB Agreements – not applicable.

NOTES TO FINANCIAL STATEMENTS

12. Retirement Plans, Deferred Compensation, Post-Employment Benefits and Compensated Absences and Other Postretirement Benefit Plans
 - A. Defined Benefit Plan – not applicable.
 - B. Defined Contribution Plan – not applicable.
 - C. Multi-Employer Plan – not applicable.
 - D. Consolidated/Holding Company Plans – not applicable.
 - E. Postemployment Benefits and Compensated Absences – not applicable.
 - F. Impact of Medicare Modernization Act on Postretirement Benefits – not applicable.
13. Capital and Surplus, Shareholders' Dividend Restriction and Quasi-Reorganizations
 1. The Company has 5,000,000 shares authorized, 2,500,000 shares issued and outstanding of \$1 par value Common Stock, owned entirely by NewQuest, LLC.
 2. The Company has no preferred stock outstanding.
 3. The payment of dividends by the Company to the shareholder is limited and can only be made from earned profits unless prior approval is received from the Department. The maximum amount of dividends that may be paid by insurance companies without prior approval is also subject to restrictions relating to statutory surplus and net income. The Company's dividends are noncumulative.
 4. As of March 31, 2014, no dividends have been paid and no capital contributions have been received in 2014. In 2013, the Company paid \$118,000,000 in ordinary dividends to NewQuest, LLC (the Parent).
 5. Within the limits of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
 6. Restrictions on Unassigned Surplus – none.
 7. For Mutual Companies, Advances to Surplus Not Repaid – not applicable.
 8. Stock Held by the Company, Including Stock of Affiliated Companies – not applicable.
 9. Special Surplus Funds – The change in special surplus funds is the recognition of the 2015 Health Insurance Industry Fee of \$8,203,398.
 10. Cumulative Unrealized Gains and Losses in Surplus – none.
 11. Surplus Note – none.
 12. Quasi-Reorganization – not applicable.
 13. Date of a Quasi –Reorganization – not applicable.
14. Contingencies
 - A. Contingent Commitments – none.
 - B. Assessments – none.
 - C. Gain Contingencies – none.
 - D. Claims-Related Extra-contractual Obligations – none.
 - E. All Other Contingencies – no change from the 2013 Annual Statement.
15. Leases
 - A. Lessee Operating Leases – none
 - B. Lessor Leases – none

NOTES TO FINANCIAL STATEMENTS

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
 1. Financial Instruments with Off-Balance Sheet Risk – not applicable.
 2. Nature and Terms of Financial Instruments with Off-Balance Sheet Risk – not applicable.
 3. Amount of Loss – not applicable.
 4. Policy for Requiring Collateral – not applicable.
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
 - A. Transfer of Receivables Reported as Sales – not applicable.
 - B. Transfer and Servicing of Financial Assets – not applicable.
 - C. Wash Sales – none.
18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
 - A. ASO Plans – not applicable.
 - B. ASC Plans – not applicable.
 - C. Medicare or Similarly Structured Cost Based Reimbursement Contracts – not applicable.
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
(A)-(F) Not applicable.
20. Fair Value Measurements
 - A. Fair Value Measurements at Reporting Date

As of March 31, 2014 and December 31, 2013, the Company had no financial instruments carried at fair value in the financial statements.

Fair value is defined as the price at which an asset could be exchanged in an orderly transaction between market participants at the balance sheet date. Fair values are based on quoted market prices when available. When market prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality. In instances where there is little or no market activity for the same or similar instruments, the Company estimates fair value using methods, models, and assumptions that the Company believes a hypothetical market participant would use to determine a current transaction price.

The Company's financial assets and liabilities have been classified based upon a hierarchy by SAP. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to the fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level input that is significant to its measurement. For example, a financial asset or liability carried at fair value would be classified in Level 3 if unobservable inputs were significant to the instrument's fair value, even though the measurement may be derived using inputs that are both observable (Levels 1 and 2) and unobservable (Level 3).

The prices the Company uses to value the Company's investment assets are representative of prices that would be received to sell the assets at the measurement date (exit price) and are classified appropriately in the fair value hierarchy. The Company performs ongoing analyses of prices used to value invested assets to determine that they represent appropriate estimates of fair value. This process involves quantitative and qualitative analysis that is overseen by the Company's investment professionals, including reviews of pricing methodologies, judgments of valuation inputs, and assessments of the significance of any unobservable inputs, pricing statistics and trends. These reviews are also designed to ensure prices do not become stale, have reasonable explanations as to why they have changed from prior valuations, or require additional review of other anomalies. The Company also performs sample testing of sales values to confirm the accuracy of prior fair value estimates. Exceptions identified during these processes indicate that adjustments to prices are infrequent and result in immaterial adjustments to valuations.

NOTES TO FINANCIAL STATEMENTS

The following table provides the carrying value, fair value and classification in the fair value hierarchy of the Company's bonds not recorded at fair value as of March 31, 2014 and December 31, 2013.

March 31, 2014

(in thousands)	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs		
Description for Each Class of Asset	Level 1	Level 2	Level 3	Total	Carrying Value Total
Bonds	\$ 13,895	\$ 316,768	\$ 13,036	\$ 343,699	\$ 342,379

December 31, 2013

(in thousands)	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs		
Description for Each Class of Asset	Level 1	Level 2	Level 3	Total	Carrying Value Total
Bonds	\$ 14,123	\$ 298,476	\$ 16,172	\$ 328,771	\$ 329,986

The Company did not have any financial instruments with a fair value hierarchy of Level 3 carried at fair value in the financial statements at March 31, 2014 and December 31, 2013.

B. Disclosures about Financial Instruments Not Carried at Fair Value.

Bonds – Fair values for bonds are based on quoted market prices when available. When market prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality. In instances where there is little or no market activity for the same or similar instruments, the Company estimates fair value using methods, models, and assumptions that the Company believes a hypothetical market participant would use to determine a current transaction price.

Cash, Cash Equivalents, and Short-term Investments – The carrying amounts reported in the accompanying financial statements for these financial instruments approximate their fair values.

21. Other Items

- A. Extraordinary Items – none.
- B. Troubled Debt Restructuring: Debtors – none.
- C. Other Disclosures and Unusual Items– none.
- D. Business Interruption Insurance Recoveries – none.
- E. State Transferable Tax Credits – none.
- F. Subprime Mortgage-Related Risk Exposure
 - 1. Direct Exposure through Investments in Subprime Loans – not applicable.
 - 2. Direct Exposure through Other Investments – not applicable.
 - 3. Underwriting Exposure to Subprime Mortgage Risk – not applicable.
- G. Retained Assets – none
- H. Offsetting and Netting of Assets and Liabilities – none

22. Events Subsequent

NOTES TO FINANCIAL STATEMENTS

Subsequent events have been considered between the balance sheet date and May 14, 2014 for the statutory statement filed on May 14, 2014.

23. Reinsurance
- A. Ceded Reinsurance Report – no change from the 2013 Annual Statement

B. Uncollectible Reinsurance – none.

C. Commutation of Ceded Reinsurance – none.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination
- A. Method Used to Estimate Accrued Retrospective Premium Adjustments – not applicable.

B. Where Accrued Retrospective Premium Adjustments are Recorded – not applicable.

C. Amount of Net Written Premiums Subject to Retrospective Rating Features – not applicable.

D. Medical loss ratio rebates required pursuant to the Public Health Service Act

On January 1, 2014, the Company became subject to the minimum loss ratio rebate provisions of the Patient Protection and Affordable Care Act (PPACA). PPACA will require payment of premium rebates to customers covered under the Company’s comprehensive medical insurance if certain annual minimum medical loss ratios are not met. At the close of each quarter, the Company will record its rebate accrual based on year-to-date estimated medical loss ratios calculated as prescribed by the interim final rule issued by the Department of Health & Human Services using year-to-date premium and claim information by state and market segment. Since this accrual reflects the amount of rebate that would be payable based on year-to-date estimated medical loss ratios, the amount of rebate will fluctuate as actual claim experience develops each calendar quarter.

As of March 31, 2014, the Company accrued \$6,687,330.

25. Change in Incurred Losses and Loss Adjustment Expenses

The liability for claims unpaid as of December 31, 2013 was \$166,500,971. During 2014, \$137,295,359 has been paid on these liabilities. Reserves remaining for prior years are now \$19,516,344, as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a favorable prior year development of \$9,689,268 since December 31, 2013. This release is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

	Unpaid Claims	Accrued Medical Incentive Pool & Bonus	Healthcare Receivable	Total
12/31/2013 Balance	\$ 166,500,971	\$ 10,199,110	\$ (80,556,314)	\$ 96,143,767
Paid/(Received)	137,295,359	749,038	(80,556,314)	57,488,083
Favorable/(Unfav) Development	9,689,268	1,331,507		11,020,775
03/31/2014 Balance for 2013 & Prior	\$ 19,516,344	\$ 8,118,565	\$ -	\$ 27,634,909

26. Intercompany Pooling Arrangements
- A.-G. – None.

27. Structure Settlements
- Not applicable.

28. Health Care Receivables
- A. Pharmaceutical Rebate Receivables

The information below includes the stand-alone prescription drug plan line of business. There are no non-admitted estimated pharmacy rebates as reported on the financial statements for March 31, 2014 and December 31, 2013.

NOTES TO FINANCIAL STATEMENTS

Quarter Ended	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received Within More Than 180 Days of Billing
03/31/14	\$ 60,559,492	\$ 60,546,791	\$ -	\$ -	\$ -
12/31/13	71,683,778	72,245,641	72,232,940	-	-
09/30/13	69,602,110	69,793,397	69,171,947	621,451	-
06/30/13	60,112,299	60,046,028	60,179,215	(150,047)	16,861
03/31/13	55,879,371	55,721,793	55,665,856	202,774	(146,838)
12/31/12	71,748,098	68,733,576	67,982,180	259,915	491,480
09/30/12	66,776,920	66,663,880	63,878,473	2,379,997	405,411
06/30/12	106,251,075	65,244,166	65,191,121	(154,307)	207,352
03/31/12	103,755,829	65,564,762	44,176,978	21,494,479	(106,695)
12/31/11	101,981,999	94,131,052	58,138,263	13,848,093	22,144,696
09/30/11	107,881,075	75,378,576	71,784,003	3,577,174	17,399
06/30/11	114,660,064	68,582,089	60,753,383	7,808,741	19,965
03/31/11	90,958,428	70,945,839	55,197,966	15,756,704	(8,831)

B. Risk Sharing Receivables

None

C. Other Healthcare Receivables

Other Healthcare Receivables included \$2,901,417 related to the Texas Medicare Advantage Dual Eligible Special Need Plan and \$80,955 related to plan to plan pharmacy settlements and \$10,472,127 related to claims recoveries.

29. Participating Policies

None

30. Premium Deficiency Reserves

Premium deficiencies occur when it is probable that expected claims expense (hospital/medical expenses and administrative expenses) will exceed future premiums on existing insurance contracts. For purposes of estimating premium deficiency losses, contracts are grouped in a manner consistent with the Company’s method of acquiring, servicing, and measuring the profitability of such contracts. At March 31, 2014 and December 31, 2013, the Company had liabilities of \$7,456,803 and \$9,207,609, respectively, related to premium deficiency reserves on its Medicaid business. The Company did not consider anticipated investment income when calculating its premium deficiency reserves.

Company did not consider anticipated investment income when calculating its premium deficiency reserves.

31. Anticipated Salvage and Subrogation

None

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒

1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒

2.2

If yes, date of change:

3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?
If yes, complete Schedule Y, Parts 1 and 1A.

Yes ☒ No ☐

3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒

3.3

If the response to 3.2 is yes, provide a brief description of those changes.

4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒

4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes ☐ No ☒ N/A ☐

6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2010

6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010

6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/19/2012

6.4

By what department or departments?
Texas Department of Insurance

6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ N/A ☐

6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ N/A ☐

7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒

7.2

If yes, give full information:

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒

8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒

8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental laws, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$0
13.

Amount of real estate and mortgages held in short-term investments:

\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$0	\$0
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgage Loans on Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

Yes [] No []

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$ 0
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$ 0
- 16.3 Total payable for securities lending reported on the liability page

\$ 0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes ☒ No ☐
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	One Chase Manhattan Plaza, New York, New York 10081
Bank of New York Mellon	One Wall Street, New York, NY 10286
Regions Bank	150 4th Avenue, 3rd Floor, Nashville, TN 37219

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes ☐ No ☒
- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
105811	CIGNA Investments, Inc.	900 Cottage Grove Road, Bloomfield, CT 06002

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes ☒ No ☐
- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1.

Operating Percentages:

1.1 A&H loss percent

89.9 %

1.2 A&H cost containment percent

3.6 %

1.3 A&H expense percent excluding cost containment expenses

15.6 %
- 2.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2

If yes, please provide the amount of custodial funds held as of the reporting date

\$0
- 2.3

Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4

If yes, please provide the balance of the funds administered as of the reporting date

\$0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1	2	3	4	5	6	7	8	9
NAIC Company Code	ID Number	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Type of Reinsurance Ceded	Type of Reinsurer	Certified Reinsurer Rating (1 through 6)	Effective Date of Certified Reinsurer Rating
NONE								

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	L	5,682,851	0	0	0	0	5,682,851	0
2.	Alaska	AK	L	1,039,597	0	0	0	0	1,039,597	0
3.	Arizona	AZ	L	2,383,436	0	0	0	0	2,383,436	0
4.	Arkansas	AR	L	1,558,125	3,977,542	0	0	0	5,535,667	0
5.	California	CA	L	4,496,916	0	0	0	0	4,496,916	0
6.	Colorado	CO	L	403,639	0	0	0	0	403,639	0
7.	Connecticut	CT	L	414,226	0	0	0	0	414,226	0
8.	Delaware	DE	L	648,855	0	0	0	0	648,855	0
9.	District of Columbia	DC	L	901,509	0	0	0	0	901,509	0
10.	Florida	FL	L	446,097	0	0	0	0	446,097	0
11.	Georgia	GA	L	712,154	5,987,866	0	0	0	6,700,020	0
12.	Hawaii	HI	L	857,158	0	0	0	0	857,158	0
13.	Idaho	ID	L	1,474,654	0	0	0	0	1,474,654	0
14.	Illinois	IL	L	21,318,353	0	0	0	0	21,318,353	0
15.	Indiana	IN	L	897,329	0	0	0	0	897,329	0
16.	Iowa	IA	L	293,305	0	0	0	0	293,305	0
17.	Kansas	KS	L	453,906	0	0	0	0	453,906	0
18.	Kentucky	KY	L	700,776	0	0	0	0	700,776	0
19.	Louisiana	LA	L	5,264,536	0	0	0	0	5,264,536	0
20.	Maine	ME	L	147,520	0	0	0	0	147,520	0
21.	Maryland	MD	L	3,669,904	0	0	0	0	3,669,904	0
22.	Massachusetts	MA	L	937,739	0	0	0	0	937,739	0
23.	Michigan	MI	L	2,011,081	0	0	0	0	2,011,081	0
24.	Minnesota	MN	L	414,657	0	0	0	0	414,657	0
25.	Mississippi	MS	L	4,628,899	0	0	0	0	4,628,899	0
26.	Missouri	MO	L	704,685	0	0	0	0	704,685	0
27.	Montana	MT	L	129,030	0	0	0	0	129,030	0
28.	Nebraska	NE	L	156,374	0	0	0	0	156,374	0
29.	Nevada	NV	L	528,183	0	0	0	0	528,183	0
30.	New Hampshire	NH	L	118,652	0	0	0	0	118,652	0
31.	New Jersey	NJ	L	447,151	0	0	0	0	447,151	0
32.	New Mexico	NM	L	83,354	0	0	0	0	83,354	0
33.	New York	NY	L	18,504,298	0	0	0	0	18,504,298	0
34.	North Carolina	NC	L	510,630	0	0	0	0	510,630	0
35.	North Dakota	ND	L	82,005	0	0	0	0	82,005	0
36.	Ohio	OH	L	836,605	0	0	0	0	836,605	0
37.	Oklahoma	OK	L	861,452	2,304,009	0	0	0	3,165,460	0
38.	Oregon	OR	L	2,814,829	0	0	0	0	2,814,829	0
39.	Pennsylvania	PA	L	4,568,572	0	0	0	0	4,568,572	0
40.	Rhode Island	RI	L	127,565	0	0	0	0	127,565	0
41.	South Carolina	SC	L	737,950	0	0	0	0	737,950	0
42.	South Dakota	SD	L	84,137	0	0	0	0	84,137	0
43.	Tennessee	TN	L	7,860,348	0	0	0	0	7,860,348	0
44.	Texas	TX	L	22,671,868	322,329,688	81,357,651	0	0	426,359,207	0
45.	Utah	UT	L	1,240,520	0	0	0	0	1,240,520	0
46.	Vermont	VT	L	107,952	0	0	0	0	107,952	0
47.	Virginia	VA	L	816,895	0	0	0	0	816,895	0
48.	Washington	WA	L	6,328,376	0	0	0	0	6,328,376	0
49.	West Virginia	WV	L	1,292,571	(30,777)	0	0	0	1,261,794	0
50.	Wisconsin	WI	L	696,948	0	0	0	0	696,948	0
51.	Wyoming	WY	L	47,481	0	0	0	0	47,481	0
52.	American Samoa	AS	N	0	0	0	0	0	0	0
53.	Guam	GU	N	0	0	0	0	0	0	0
54.	Puerto Rico	PR	N	0	0	0	0	0	0	0
55.	U.S. Virgin Islands	VI	N	0	0	0	0	0	0	0
56.	Northern Mariana Islands	MP	N	0	0	0	0	0	0	0
57.	Canada	CAN	N	0	0	0	0	0	0	0
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	134,115,653	334,568,328	81,357,651	0	0	0	550,041,632	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61.	Totals (Direct Business)	(a) 51	134,115,653	334,568,328	81,357,651	0	0	0	550,041,632	0
DETAILS OF WRITE-INS										
58001.	.....	XXX								
58002.	.....	XXX								
58003.	.....	XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

The following is a listing identifying and indicating the interrelationships among all affiliated insurers (identified by an asterisk, and if such insurer is incorporated in the United States of America, by a Federal Employer Identification Number, NAIC Company Code and Jurisdiction of Incorporation) and all other affiliates, as of March 31, 2014:

Cigna CORPORATION	
(A Delaware corporation and ultimate parent company)	
Cigna Holdings, Inc.	
Cigna Intellectual Property, Inc.	
Cigna Investment Group, Inc.	
Cigna International Finance Inc.	
Former Cigna Investments, Inc.	
Cottage Grove Real Estate, Inc.	
Cigna Investments, Inc.	
Cigna Mezzanine Partners III, Inc.	
Cigna Mezzanine Partners III, LP	
Cigna Benefits Financing, Inc.	
(EI # 010947889, DE)	
Connecticut General Corporation	
Benefit Management Corp.	
(EI # 81-0585518)	
*Allegiance Life & Health Insurance Company	
(EI # 20-4433475, NAIC # 12814, MT)	
*Allegiance Re, Inc.	
(EI # 20-3851464, MT)	
Allegiance Benefit Plan Management, Inc.	
Allegiance COBRA Services, Inc.	
Allegiance Provider Direct, LLC	
Community Health Network, LLC	
Intermountain Underwriters, Inc.	
Star Point, LLC	
HealthSpring, Inc.	
NewQuest, LLC	
Bravo Health, LLC	
*Bravo Health Mid-Atlantic, Inc.	
(EI # 52-2259087, NAIC # 10095, MD)	
*Bravo Health Pennsylvania, Inc.	
(EI # 52-2363406, NAIC # 11254, PA)	
*HealthSpring Life & Health Insurance Company	
(EI # 20-8534298, NAIC # 12902, TX)	
*HealthSpring of Alabama, Inc.	
(EI # 63-0925225, NAIC # 95781, AL)	
*HealthSpring of Florida, Inc.	
(EI # 65-1129599, NAIC # 11532, FL)	
NewQuest Management of Illinois, LLC	
NewQuest Management of Florida, LLC	
HealthSpring Management of America, LLC	
NewQuest Management of West Virginia, LLC	
TexQuest, LLC	
HouQuest, LLC	
GulfQuest, LP	
NewQuest Management of Alabama, LLC	
HealthSpring USA, LLC	
HealthSpring Management, Inc.	
HealthSpring of Tennessee, Inc.	
(EI # 62-1593150, NAIC # 11522, MD)	
Tennessee Quest, LLC	
HealthSpring Pharmacy Services, LLC	
HealthSpring Pharmacy of Tennessee, LLC	
Home Physicians Management, LLC	
*Cigna Arbor Life Insurance Company	
(EI # 03-0452349, NAIC # 13733, CT)	
Cigna Behavioral Health, Inc.	

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

<u>Cigna Behavioral Health of California, Inc.</u> (EI# 94-3107309)
<u>Cigna Behavioral Health of Texas, Inc.</u> (EI# 75-2751090)
<u>MCC Independent Practice Association of New York, Inc.</u>
<u>Cigna Dental Health, Inc.</u>
<u>Cigna Dental Health of California, Inc.</u> (EI# 59-2600475, CA)
<u>Cigna Dental Health of Colorado, Inc.</u> (EI# 59-2675861, NAIC # 11175, CO)
<u>Cigna Dental Health of Delaware, Inc.</u> (EI# 59-2676987, NAIC # 95380, DE)
<u>Cigna Dental Health of Florida, Inc.</u> (EI# 59-1611217, NAIC # 52021, FL)
<u>Cigna Dental Health of Illinois, Inc.</u> (EI# 06-1351097, IL)
<u>Cigna Dental Health of Kansas, Inc.</u> (EI# 59-2625350, NAIC # 52024, KS)
<u>Cigna Dental Health of Kentucky, Inc.</u> (EI# 59-2619589, NAIC # 52108, KY)
<u>Cigna Dental Health of Missouri, Inc.</u> (EI#06-1582068, NAIC # 11160, MO)
<u>Cigna Dental Health of New Jersey, Inc.</u> (EI# 59-2308062, NAIC # 11167, NJ)
<u>Cigna Dental Health of North Carolina, Inc.</u> (EI# 56-1803464 , NAIC # 95179, NC)
<u>Cigna Dental Health of Ohio, Inc.</u> (EI# 59-2579774, NAIC # 47805, OH)
<u>Cigna Dental Health of Pennsylvania, Inc.</u> (EI# 52-1220578, NAIC # 47041, PA)
<u>Cigna Dental Health of Texas, Inc.</u> (EI# 59-2676977, NAIC # 95037, TX)
<u>Cigna Dental Health of Virginia, Inc.</u> (EI# 52-2188914, NAIC # 52617, VA)
<u>Cigna Dental Health Plan of Arizona, Inc.</u> (EI# 86-0807222, NAIC # 47013, AZ)
<u>Cigna Dental Health of Maryland, Inc.</u> (EI#20-2844020, NAIC #48119, MD)
<u>Cigna Health Corporation</u>
<u>Healthsource, Inc.</u>
<u>Cigna HealthCare of Arizona, Inc.</u> (EI# 86-0334392, NAIC#95125, AZ)
<u>Cigna HealthCare of California, Inc.</u> (EI# 95-3310115, CA)
<u>Cigna HealthCare of Colorado, Inc.</u> (EI# 84-1004500, NAIC # 95604, CO)
<u>Cigna HealthCare of Connecticut, Inc.</u> (EI# 06-1141174, NAIC # 95660, CT)
<u>Cigna HealthCare of Florida, Inc.</u> (EI# 59-2089259, NAIC # 95136, FL)
<u>Cigna HealthCare of Illinois, Inc.</u> (EI# 36-3385638, NAIC # 95602, IL)
<u>Cigna HealthCare of Maine, Inc.</u> (EI# 01-0418220, NAIC # 95447, ME)
<u>Cigna HealthCare of Massachusetts, Inc.</u> (EI# 02-0402111, NAIC # 95220, MA)
<u>Cigna HealthCare Mid-Atlantic, Inc.</u> (EI# 52-1404350, NAIC # 95599, MD)
<u>Cigna HealthCare of New Hampshire, Inc.</u> (EI# 02-0387749, NAIC # 95493, NH)
<u>Cigna HealthCare of New Jersey, Inc.</u> (EI# 22-2720890, NAIC # 95500, NJ)
<u>Cigna HealthCare of Pennsylvania, Inc.</u> (EI# 23-2301807, NAIC # 95121, PA)
<u>Cigna HealthCare of St. Louis, Inc.</u> (EI# 36-3359925, NAIC # 95635, MO)
<u>Cigna HealthCare of Utah, Inc.</u> (EI# 62-1230908, NAIC # 95518, UT)
<u>Cigna HealthCare of Georgia, Inc.</u> (EI# 58-1641057, NAIC # 96229, GA)
<u>Cigna HealthCare of Texas, Inc.</u> (EI# 74-2767437, NAIC # 95383, TX)

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

			<u>Cigna HealthCare of Indiana, Inc.</u> (EI# 35-1679172, NAIC # 95525, IN)
			<u>Cigna HealthCare of New York, Inc.</u> (EI# 11-2758941, NAIC # 95488, NY)
			<u>Cigna HealthCare of Tennessee, Inc.</u> (EI# 62-1218053, NAIC # 95606, TN)
			<u>Cigna HealthCare of North Carolina, Inc.</u> (EI# 56-1479515, NAIC# 95132, NC)
			<u>Cigna HealthCare of South Carolina, Inc.</u> (EI# 06-1185590, NAIC # 95708, SC)
			<u>*Temple Insurance Company Limited</u>
			<u>Arizona Health Plan, Inc.</u>
			<u>Healthsource Properties, Inc.</u>
			<u>Managed Care Consultants, Inc.</u>
			<u>Choicelinx Corporation</u>
			<u>Sagamore Health Network, Inc.</u>
		<u>Cigna Healthcare Holdings, Inc.</u> (EI# 84-0985843)	
			<u>Great-West Healthcare of Illinois, Inc.</u> (EI# 93-1174749, NAIC 95388, IL)
			<u>Cigna Healthcare, Inc.</u>
		<u>*Cigna Life Insurance Company of Canada</u> (AA-1560515)	
		<u>*Cigna Life Insurance Company of New York</u> (EI# 13-2556568, NAIC # 64548, NY)	
		<u>*Connecticut General Life Insurance Company</u> (EI# 06-0303370, NAIC # 62308, CT)	
			<u>CG Gillette Ridge, LLC</u>
			<u> Gillette Ridge Apartments LLC</u>
			<u>CG Merrick, LLC</u>
			<u> Merrick Park LLC</u>
			<u> Merrick Park Parking LLC</u>
			<u>CG Mystic Center LLC</u>
			<u> Station Landing Holding LLC</u>
			<u>CG Mystic Land LLC</u>
			<u> ND/CG Holding LLC</u>
			<u>CG Skyline, LLC</u>
			<u> Skyline ND/CG LLC</u>
			<u> ND Mystic Center Note LLC</u>
			<u> Skyline Mezzanine Borrower, LLC</u>
			<u> Skyline at Station Landing, LLC</u>
			<u>Careallies, LLC</u>
			<u>Carson Bayport 1 LP</u>
			<u>CG Bayport LLC</u>
			<u> Bayport Colony Apartments LLC</u>
			<u>CG-LINA Bayport I LLC</u>
			<u>Cigna Onsite Health, LLC</u>
			<u>CR Longwood Investors, LP</u>
			<u> ND/CR Longwood LLC</u>
			<u> ARE/ND/CR Longwood LLC</u>
			<u>Gillette Ridge Community Council, Inc.</u>
			<u>Gillette Ridge Golf LLC</u>
			<u>Hazard Center Investment Company LLC</u>
			<u>Secon Properties, LP.</u>
			<u>Teal Rock 501 Grant Street GP, LLC</u>
			<u>Teal Rock 501 Grant Street, LP</u>
			<u>Tel-Drug of Pennsylvania, LLC</u>
			<u>CG-LINA Realty Investors LLC</u>

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

			<div>115 Sansome Street Associates, LLC</div> <div>121 Tasman Apartments LLC</div> <div>Alto Apartments LLC</div> <div>CG-LINA Paper Box LLC</div>
			<div>Cigna Affiliates Realty Investment Group, LLC (EI# 27-5402196, DE)</div> <div>Market Street Residential Holdings LLC</div> <div>Arborpoint at Market Street LLC</div> <div>Market Street Retail Holdings LLC</div> <div>Market Street South LLC</div> <div>Diamondview Tower CM-CG LLC</div> <div>CR Washington Street Investors LP</div> <div>Civic Holding LLC</div> <div>Dulles Town Center Mall, LLC</div> <div>AEW/FDG, LP</div> <div>ND/CR Unicorn LLC</div> <div>Union Wharf Apartments LLC</div> <div>AMD Apartments Limited Partnership</div> <div>SP Newport Crossing LLC</div> <div>PUR Arbors Apartments Venture LLC</div> <div>CG Seventh Street, LLC</div> <div>Ideal Properties II LLC</div> <div>Allesandro Partners, LLC</div> <div>Mallory Square Partners I, LLC</div> <div>Houston Briar Forest Apartments Limited Partnership</div> <div>Newtown Partners II, LP</div> <div>Newtown Square GP LLC</div> <div>AFA Apartments Limited Partnership</div>
			<div>SB-SNH LLC</div> <div>680 Investors LLC</div> <div>685 New Hampshire LLC</div> <div>CGGL 18301 LLC</div> <div>Unico/CG Commonwealth LLC</div> <div>Commonwealth Acquisition LLC</div> <div>Unico-CG Lovejoy LLC</div>
			<div>CORAC LLC</div> <div>Bridgepoint Office Park Associates, LLC (EI# 27-3923999, DE)</div> <div>Fairway Center Associates, LLC (EI# 27-3126102, DE)</div> <div>Henry on the Park Associates, LLC (EI 27-3582688, DE)</div> <div>*Cigna Health and Life Insurance Company (EI # 59-1031071, NAIC # 67369, CT)</div> <div>CarePlexus, LLC (EI# 45-2681649, DE)</div> <div>Cigna Corporate Services, LLC (EI 27-3396038, DE)</div> <div>Cigna Insurance Agency, LLC (EI # 27-1903785, CT)</div> <div>Ceres Sales of Ohio, LLC (EI # 34-1970892, OH)</div> <div>Central Reserve Life Insurance Company (EI # 34-0970995, NAIC # 61727, OH)</div> <div>Provident American Life & Health Insurance Company (EI # 23-1335885, NAIC # 67903, OH)</div> <div>United Benefit Life Insurance Company (EI # 75-2305400, NAIC # 65269, OH)</div> <div>Loyal American Life Insurance Company (EI # 63-0343428, NAIC # 65722, OH)</div>

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

				<u>American Retirement Life Insurance Company</u> (EI # 59-2760189, NAIC # 88366, OH)
				<u>Cigna Health Management, Inc.</u> (EI# 23-1728483, DE)
				<u>Kronos Optimal Health Company</u> (20-8064696, AZ)
				<u>*Life Insurance Company of North America</u> (EI# 23-1503749, NAIC # 65498, PA)
				<u>*Cigna & CMC Life Insurance Company Limited (</u> (remaining interest owned by an unaffiliated party)
				<u>*LINA Life Insurance Company of Korea</u>
				<u>LINA Financial Service</u>
				<u>Cigna Korea Foundation</u>
				<u>Cigna Direct Marketing Company, Inc.</u>
				<u>Tel-Drug, Inc.</u>
				<u>Vielife Holdings Limited</u>
				<u>Vielife Limited</u>
				<u>Vielife Services, Inc.</u>
				<u>Businesshealth UK Limited</u>
				<u>CG Individual Tax Benefit Payments, Inc.</u>
				<u>CG Life Pension Benefits Payments, Inc.</u>
				<u>CG LINA Pension Benefits Payments, Inc.</u>
				<u>Cigna Federal Benefits, Inc.</u>
				<u>Cigna Healthcare Benefits, Inc.</u>
				<u>Cigna Integratedcare, Inc.</u>
				<u>Cigna Managed Care Benefits Company</u>
				<u>Cigna Re Corporation</u>
				<u>Blodget & Hazard Limited</u>
				<u>Cigna Resource Manager, Inc.</u>
				<u>Connecticut General Benefit Payments, Inc.</u>
				<u>Healthsource Benefits, Inc.</u>
				<u>IHN, Inc.</u>
				<u>LINA Benefit Payments, Inc.</u>
				<u>Mediversal, Inc.</u>
				<u>Universal Claims Administration</u>
				<u>Cigna Global Holdings, Inc.</u>
				<u>Cigna International Corporation, Inc.</u>
				<u>Cigna International Services, Inc.</u>
				<u>Cigna International Marketing (Thailand) Limited</u>
				<u>CGO Participatos LTDA</u>
				<u>YCFM Servicios LTDA</u>
				<u>*Cigna Global Reinsurance Company, Ltd.</u>
				<u>Cigna Holdings Overseas, Inc.</u>
				<u>Cigna Alder Holdings, LLC</u>
				<u>Cigna Bellevue Alpha LLC</u>
				<u>Cigna Hayat Sigorta, A.S.</u>
				<u>Cigna Linden Holdings, Inc.</u>
				<u>Cigna Laurel Holdings, Ltd.</u>
				<u>Cigna Nederland Alpha Cooperatief U.A.</u>
				<u>Cigna Nederland Beta B.V.</u>
				<u>Cigna Nederland Gamma B.V.</u>
				<u>Cigna Finans Emeklilik Ve Hayat A.S.</u>
				<u>*Cigna Life Insurance Company of Europe S.A.-N.V.</u>
				<u>Cigna Magnolia Holdings, Ltd.</u>
				<u>Cigna Myrtle Holdings, Ltd</u>
				<u>Cigna Elmwood Holdings, SPRL</u>
				<u>*Cigna Europe Insurance Company S.A.-N.V.</u>
				<u>Cigna European Services (UK) Limited</u>

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

						<u>Cigna 2000 UK Pension LTD</u>
						<u>Cigna Health Solution India Pvt. Ltd.</u>
						<u>Cigna International Services Australia Pty Ltd</u>
						<u>Cigna Apac Holdings Limited</u>
						<u>Cigna Chestnut Holdings, Ltd.</u>
						<u>*Cigna Life Insurance New Zealand Limited</u>
						<u>Vanbreda International Sdn. Bhd.</u>
						<u>Cigna Hong Kong Holdings Company Limited</u>
						<u>Cigna Data Services (Shanghai) Company Limited</u>
						<u>Cigna HLA Technology Services Limited</u>
						<u>*Cigna Worldwide General Insurance Company Limited</u>
						<u>*Cigna Worldwide Life Insurance Company Limited</u>
						<u>Cigna Taiwan Life Assurance Company Limited</u>
						<u>Cigna Poplar Holdings, Inc.</u>
						<u>PT GAR Indonesia</u>
						<u>PT PGU Indonesia</u>
						<u>RHP (Thailand) Limited</u>
						<u>Cigna Brokerage Services (Thailand) Limited</u>
						<u>*Cigna Non-Life Insurance Brokerage (Thailand) Limited</u>
						<u>KDM (Thailand) Limited</u>
						<u>*Cigna Insurance Public Company Limited</u>
						<u>*Cigna Global Insurance Company Limited</u>
						<u>Vanbreda International BVBA</u>
						<u>Vanbreda International (Beijing) Consultants and Administrators Co.</u>
						<u>Vanbreda International, LLC</u>
						<u>Vanbreda International (Dubai) Limited</u>
						<u>CignaTTK Health Insurance Company Limited</u>
						<u>Cigna Saico Benefits Services W.L.L.</u>
						<u>*Cigna Worldwide Insurance Company</u> <u>(EI# 23-2088429, NAIC # 90859, DE)</u>
						<u>*PT. Asuransi Cigna</u>
						<u>FirstAssist Group Holdings Limited</u>
						<u>FirstAssist Group Limited</u>
						<u>FirstAssist Administration Limited</u>
						<u>Brighter Business Limited</u>
						<u>FirstAssist Legal Protection Limited</u>
						<u>Cigna Insurance Services (Europe) Limited</u>

Ltd

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		06-1059331	1591167	0000701221	US	Cigna Corporation	DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1072796	1591167	0000701221		Cigna Holdings, Inc.	DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0402128	1591167	0000701221		Cigna Intellectual Property, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1095823	1591167	0000701221		Cigna Investment Group, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		52-0291385	1591167	0000701221		Cigna International Finance, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-1914061	1591167	0000701221		Former Cigna Investments, Inc	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0861092	1591167	0000701221		Cigna Investments, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, L.P.	DE	NIA	Cigna Mezzanine Partners III, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1207641	1591167	0000701221		Cottage Grove Real Estate, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, Inc.	DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		01-0947889	1591167	0000701221		Cigna Benefits Financing, Inc.	DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0840391	1591167	0000701221		Connecticut General Corporation	CT	UIP	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		81-0585518	1591167	0000701221		Benefit Management Corp.	MT	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
							Allegiance Life & Health Insurance Company							
0901	Cigna Group	12814	20-4433475	1591167	0000701221			MT	IA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-3851464	1591167	0000701221		Allegiance Re, Inc.	MT	IA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		81-0400550	1591167	0000701221		Allegiance Benefit Plan Management, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		71-0916514	1591167	0000701221		Allegiance COBRA Services, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Allegiance Provider Direct, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Community Health Network, LLC	MT	NIA	Benefit Management Corp.	Ownership	50.000	Cigna Corporation	
0901	Cigna Group		81-0425785	1591167	0000701221		Intermountain Underwriters, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Star Point, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-1821898	1591167	0000701221		HealthSpring, Inc.	DE	UIP	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		76-0628370	1591167	0000701221		NewQuest, LLC	TX	UDP	HealthSpring, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		52-1929677	1591167	0000701221		Bravo Health, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	10095	52-2259087	1591167	0000701221		Bravo Health Mid-Atlantic, Inc.	MD	IA	Bravo Health, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11254	52-2363406	1591167	0000701221		Bravo Health Pennsylvania, Inc.	PA	IA	Bravo Health, LLC	Ownership	100.000	Cigna Corporation	
							HealthSpring Life & Health Insurance Company, Inc.	TX	RE	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	12902	20-8534298	1591167	0000701221			AL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95781	63-0925225	1591167	0000701221		HealthSpring of Alabama, Inc.	AL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11532	65-1129599	1591167	0000701221		HealthSpring of Florida, Inc.	FL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		77-0632665	1591167	0000701221		NewQuest Management of Illinois, LLC	IL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-4954206	1591167	0000701221		NewQuest Management of Florida, LLC	FL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-8647386	1591167	0000701221		HealthSpring Management of America, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		45-0633893	1591167	0000701221		NewQuest Management of West Virginia, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		75-3108527	1591167	0000701221		TexQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		75-3108521	1591167	0000701221		HouQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		76-0657035	1591167	0000701221		GulfQuest, LP	TX	NIA	HouQuest, LLC	Ownership	99.000	Cigna Corporation	
0901	Cigna Group		33-1033586	1591167	0000701221		NewQuest Management of Alabama, LLC	AL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		72-1559530	1591167	0000701221		HealthSpring USA, LLC	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1540621	1591167	0000701221		HealthSpring Management, Inc.	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11522	62-1593150	1591167	0000701221		HealthSpring of Tennessee, Inc.	TN	IA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-5524622	1591167	0000701221		Tennessee Quest, LLC	TN	NIA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-2353476	1591167	0000701221		HealthSpring Pharmacy Services, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-2353772	1591167	0000701221		HealthSpring Pharmacy of Tennessee, LLC	DE	NIA	HealthSpring Pharmacy Services, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	13733	03-0452349	1591167	0000701221		Cigna Arbor Life Insurance Company	CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		41-1648670	1591167	0000701221		Cigna Behavioral Health, Inc.	MN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
							Cigna Behavioral Health of California, Inc.							
0901	Cigna Group		94-3107309	1591167	0000701221		Inc.	CA	IA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		75-2751090	1591167	0000701221		Cigna Behavioral Health of Texas, Inc.	TX	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	

STATEMENT AS OF MARCH 31, 2014 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Perce-ntage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		06-1346406	1591167	0000701221		MCC Independent Practice Association of New York, Inc.	NY	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		59-2308055	1591167	0000701221		Cigna Dental Health, Inc.	FL	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		59-2600475	1591167	0000701221		Cigna Dental Health Of California, Inc.	CA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11175	59-2675861	1591167	0000701221		Cigna Dental Health Of Colorado, Inc.	CO	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95380	59-2676987	1591167	0000701221		Cigna Dental Health Of Delaware, Inc.	DE	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52021	59-1611217	1591167	0000701221		Cigna Dental Health Of Florida, Inc.	FL	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1351097	1591167	0000701221		Cigna Dental Health of Illinois, Inc.	IL	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52024	59-2625350	1591167	0000701221		Cigna Dental Health Of Kansas, Inc.	KS	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52108	59-2619589	1591167	0000701221		Cigna Dental Health Of Kentucky, Inc.	KY	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11160	06-1582068	1591167	0000701221		Cigna Dental Health Of Missouri, Inc.	MO	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11167	59-2308062	1591167	0000701221		Cigna Dental Health Of New Jersey, Inc.	NJ	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95179	56-1803464	1591167	0000701221		Cigna Dental Health Of North Carolina, Inc.	NC	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47805	59-2579774	1591167	0000701221		Cigna Dental Health Of Ohio, Inc.	OH	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47041	52-1220578	1591167	0000701221		Cigna Dental Health Of Pennsylvania, Inc.	PA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95037	59-2676977	1591167	0000701221		Cigna Dental Health Of Texas, Inc.	TX	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52617	52-2188914	1591167	0000701221		Cigna Dental Health Of Virginia, Inc.	VA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47013	86-0807222	1591167	0000701221		Cigna Dental Health Plan Of Arizona, Inc.	AZ	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	48119	59-2740468	1591167	0000701221		Cigna Dental Health Of Maryland, Inc.	MD	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1312478	1591167	0000701221		Cigna Health Corporation	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0387748	1591167	0000701221		Healthsource, Inc.	NH	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95125	86-0334392	1591167	0000701221		Cigna HealthCare of Arizona, Inc.	AZ	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		95-3310115	1591167	0000701221		Cigna HealthCare of California, Inc.	CA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95604	84-1004500	1591167	0000701221		Cigna HealthCare of Colorado, Inc.	CO	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95660	06-1141174	1591167	0000701221		Cigna HealthCare of Connecticut, Inc.	CT	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95136	59-2089259	1591167	0000701221		Cigna HealthCare of Florida, Inc.	FL	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95602	36-3385638	1591167	0000701221		Cigna HealthCare of Illinois, Inc.	IL	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95477	01-0418220	1591167	0000701221		Cigna HealthCare of Maine, Inc.	ME	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95220	02-0402111	1591167	0000701221		Cigna HealthCare of Massachusetts, Inc.	MA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95599	52-1404350	1591167	0000701221		Cigna HealthCare Mid-Atlantic, Inc.	MD	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95493	02-0387749	1591167	0000701221		Cigna HealthCare of New Hampshire, Inc.	NH	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95500	22-2720890	1591167	0000701221		Cigna HealthCare of New Jersey, Inc.	NJ	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95121	23-2301807	1591167	0000701221		Cigna HealthCare of Pennsylvania, Inc.	PA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95635	36-3359925	1591167	0000701221		Cigna HealthCare of St. Louis, Inc.	MO	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95518	62-1230908	1591167	0000701221		Cigna HealthCare of Utah, Inc.	UT	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	96229	58-1641057	1591167	0000701221		Cigna HealthCare of Georgia, Inc.	GA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95383	74-2767437	1591167	0000701221		Cigna HealthCare of Texas, Inc.	TX	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95525	35-1679172	1591167	0000701221		Cigna HealthCare of Indiana, Inc.	IN	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95488	11-2758941	1591167	0000701221		Cigna HealthCare of New York, Inc.	NY	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95606	62-1218053	1591167	0000701221		Cigna HealthCare of Tennessee, Inc.	TN	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95132	56-1479515	1591167	0000701221		Cigna HealthCare of North Carolina, Inc.	NC	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95708	06-1185590	1591167	0000701221		Cigna HealthCare of South Carolina, Inc.	SC	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Temple Insurance Company Limited	BMU	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		86-3581583	1591167	0000701221		Arizona Health Plan, Inc.	AZ	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0467679	1591167	0000701221		Healthsource Properties, Inc.	NH	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Managed Care Consultants, Inc.	NV	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0515554	1591167	0000701221		Choicelinx Corporation	DE	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		35-1641636	1591167	0000701221		Sagamore Health Network, Inc.	IN	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		84-0985843	1591167	0000701221		Cigna Healthcare Holdings, Inc.	CO	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95388	93-1174749	1591167	0000701221		Great-West Healthcare of Illinois, Inc.	IL	IA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		02-0495422	1591167	0000701221		Cigna Healthcare, Inc.	VT	NIA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		AA-1560515	1591167	0000701221		Cigna Life Insurance Company of Canada	CAN	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	64548	13-2556568	3281743	0000701221		Cigna Life Insurance Company of New York	NY	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	62308	06-0303370	1591167	0000701221		Connecticut General Life Insurance Company	CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0303370	1591167	0000701221		CG Gillette Ridge, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		74-3091940	1591167	0000701221		Gillette Ridge Apartments, LLC	MD	NIA	CG Gillette Ridge LLC	Ownership	65.000	Cigna Corporation	
0901	Cigna Group		06-0303370	1591167	0000701221		CG Merrick, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		52-2345309	1591167	0000701221		Merrick Park, LLC	DE	NIA	CG Merrick LLC	Ownership	30.000	General Growth Properties, Inc. (non-affiliate)	
0901	Cigna Group		52-2225244	1591167	0000701221		Merrick Park Parking, LLC	MD	NIA	CG Merrick LLC	Ownership	30.000	General Growth Properties, Inc. (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		Civic Holding, LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		45-3481107	1591167	0000701221		CG Mystic Center LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Station Landing Holding, LLC	DE	NIA	CG Mystic Center LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		45-3481241	1591167	0000701221		CG Mystic Land LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CG HOLDING, LLC	MA	NIA	CG Mystic Land LLC	Ownership	50.000	Cigna Corporation and ND Mystic Center Holding LLC (non-affiliate)	
0901	Cigna Group		20-3870049	1591167	0000701221		CG Skyline, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline ND/CG LLC	MA	NIA	CG Skyline LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND Mystic Center Note LLC	DE	NIA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline Mezzanine Borrower LLC	MA	NIA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline at Station Landing LLC	MA	NIA	Skyline Mezzanine Borrower LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-0180898	1591167	0000701221		CareAllies, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Carson Bayport I LP	DE	NIA	Connecticut General Life Insurance Company	Ownership	59.400	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Bayport LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Bayport Colony Apartments LLC	FL	NIA	CG Bayport LLC	Ownership	99.900	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG-LINA Bayport I LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		UNICO/CG Commonwealth LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Commonwealth Acquisition LLC	DE	NIA	Unico / CG Commonwealth LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		UNICO-CG Lovejoy LLC	OR	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		32-0222252	1591167	0000701221		Cigna Onsite Health, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CR Longwood Investors L.P.	DE	NIA	Connecticut General Life Insurance Company	Ownership	24.600	Charles River Realty Longwood, LLC (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR Longwood LLC	DE	NIA	CR Longwood Investors L.P.	Ownership	95.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ARE/ND/CR Longwood LLC	DE	NIA	ND / CR Longwood LLC	Ownership	35.000	ARE-MA Region No. 41, LLC (non-affiliate)	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Perce-ntage	Ultimate Controlling Entity(ies)/Person(s)	*
...0901	Cigna Group		00-0000000	1591167	0000701221		Gillette Ridge Community Council, Inc. ....	..CT...	...NIA.....	Connecticut General Life Insurance Company	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		20-3700105	1591167	0000701221		Gillette Ridge Golf, LLC .....	..DE...	...NIA.....	Connecticut General Life Insurance Company	Ownership.....	..60.000	Cigna Corporation	
...0901	Cigna Group		52-2149519	1591167	0000701221		Hazard Center Investment Company LLC .....	..DE...	...NIA.....	Connecticut General Life Insurance Company	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Secon Properties, LP .....	..CA...	...NIA.....	Connecticut General Life Insurance Company	Ownership.....	..50.000	South Coast Plaza Associates, LLC (non-affiliate)	
...0901	Cigna Group		00-0000000	1591167	0000701221		Teal Rock 501 Grant Street GP, LLC .....	..DE...	...NIA.....	Connecticut General Life Insurance Company	Ownership.....	..56.273	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Teal Rock 501 Grant Street, LP .....	..DE...	...NIA.....	Connecticut General Life Insurance Company	Ownership.....	..55.710	Cigna Corporation	
...0901	Cigna Group		23-3074013	1591167	0000701221		TEL-DRUG of Pennsylvania, L.L.C. ....	..PA...	...NIA.....	Connecticut General Life Insurance Company	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		AEW/FDG, LP .....	..DE...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..13.640	AEW Core Property Trust Holding LP (non-affiliate)	
...0901	Cigna Group		00-0000000	1591167	0000701221		CR Washington Street Investors LP .....	..DE...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..33.820	Charles River Washington Street LLC (non-affiliate)	
...0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR Unicorn LLC .....	..DE...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..70.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Union Wharf Apartments LLC .....	..DE...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..80.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		AMD Apartments Limited Partnership .....	..DE...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..80.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		SP Newport Crossing LLC .....	..DE...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..85.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		PUR Arbors Apartments Venture LLC .....	..DE...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..85.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		CG Seventh Street LLC .....	..DE...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..87.500	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Ideal Properties II LLC .....	..CA...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..85.000	Cigna Corporation	
...0901	Cigna Group		41-2189110	1591167	0000701221		CG-LINA Realty Investors LLC .....	..DE...	...NIA.....	Connectict General Life Insurance Company	Ownership.....	..75.000	Cigna Corporation	
...0901	Cigna Group		80-0668090	1591167	0000701221		Alessandro Parners, LLC .....	..DE...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..94.700	Cigna Corporation	
...0901	Cigna Group		45-2242273	1591167	0000701221		115 Sansome Street Associates, LLC .....	..DE...	...NIA.....	CG-LINA Realty Investors, LLC	Ownership.....	..90.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		121 Tasman Apartments LLC .....	..DE...	...NIA.....	CG-LINA Realty Investors, LLC	Ownership.....	..85.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Alto Apartments LLC .....	..WA...	...NIA.....	CG-LINA Realty Investors, LLC	Ownership.....	..80.000	Cigna Corporation	
...0901	Cigna Group		20-4786821	1591167	0000701221		CG-LINA Paper Box LLC .....	..DE...	...NIA.....	CG-LINA Realty Investors, LLC	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		27-5402196	1591167	0000701221		Cigna Affiliates Realty Investment Group, LLC .....	..DE...	...NIA.....	Connectict General Life Insurance Company	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Dulles Town Center Mall, LLC .....	..VA...	...NIA.....	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..50.000	Cigna Corporation	
...0901	Cigna Group		27-0268530	1591167	0000701221		CORAC, LLC .....	..DE...	...NIA.....	Connecticut General Life Insurance Company	Ownership.....	..50.000	Cigna Corporation	
...0901	Cigna Group		27-3923999	1591167	0000701221		Bridgepoint Office Park Associates, LLC .....	..DE...	...NIA.....	Corac, LLC	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		27-3126102	1591167	0000701221		Fairway Center Associates, LLC .....	..DE...	...NIA.....	Corac, LLC	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		27-3582688	1591167	0000701221		Henry on the Park Associates, LLC .....	..DE...	...NIA.....	Corac, LLC	Ownership.....	..80.000	Cigna Corporation	
...0901	Cigna Group .....	..67369	59-1031071	1591167	0000701221		Cigna Health and Life Insurance Company .....	..CT...	...NIA.....	Connectict General Life Insurance Company	Ownership.....	..100.000	Cigna Corporation	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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0901	Cigna Group		45-2681649	1591167	0000701221		CarePlexus, LLC	DE	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		27-3396038	1591167	0000701221		Cigna Corporate Services, LLC	DE	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		27-1903785	1591167	0000701221		Cigna Insurance Agency, LLC	CT	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		34-1970892				Ceres Sales of Ohio, LLC	OH	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
							American Retirement Life Insurance Company							
0901	Cigna Group	88366	59-2760189					OH	IA	Loyal American Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	61727	34-0970995				Central Reserve Life Insurance Company	OH	IA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	65722	63-0343428				Loyal American Life Insurance Company	OH	IA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
							Provident American Life & Health Insurance Company							
0901	Cigna Group	67903	23-1335885					OH	IA	Central Reserve Life Insurance Company	Ownership	100.000	Cigna Corporation	
							Provident American Life and Health Insurance Company							
0901	Cigna Group	65269	75-2305400				United Benefit Life Insurance Company	OH	IA	Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-1728483	1591167	0000701221		Cigna Health Management, Inc	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-8064696	1591167	0000701221		Kronos Optimal Health Company	AZ	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	65498	23-1503749	1591167	0000701221		Life Insurance Company of North America	PA	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
							Cigna & CMC Life Insurance Company Limited							
0901	Cigna Group		00-0000000	1591167	0000701221			CHN	IA	Life Insurance Company of North America	Ownership	50.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		LINA Life Insurance Company of Korea	KOR	IA	Life Insurance Company of North America	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		58-1136865	1591167	0000701221		Cigna Direct Marketing Company, Inc.	DE	NIA	Life Insurance Company of North America	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		46-0427127	1591167	0000701221		Tel-Drug, Inc.	SD	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Holdings Limited	GBR	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Limited	GBR	NIA	Vielife Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		98-0463704	1591167	0000701221		Vielife Services, Inc.	DE	NIA	Vielife Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Businesshealth UK Limited	GBR	NIA	Vielife Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1332403	1591167	0000701221		CG Individual Tax Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1332405	1591167	0000701221		CG Life Pension Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1724116	1591167	0000701221		Cigna Federal Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2741293	1591167	0000701221		Cigna Healthcare Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2924152	1591167	0000701221		Cigna Integratedcare, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2741294	1591167	0000701221		Cigna Managed Care Benefits Company	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1071502	1591167	0000701221		Cigna RE Corporation	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1522976	1591167	0000701221		Blodget & Hazard Limited	GBR	NIA	Cigna Re Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1567902	1591167	0000701221		Cigna Resource Manager, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
							Connecticut General Benefit Payments, Inc.							
0901	Cigna Group		06-1252419	1591167	0000701221			DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1533555	1591167	0000701221		Healthsource Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		35-2041388	1591167	0000701221		IHN, Inc.	IN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1252418	1591167	0000701221		LINA Benefit Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		88-0334401	1591167	0000701221		Mediversal, Inc.	NV	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		88-0344624	1591167	0000701221		Universal Claims Administration	MT	NIA	Mediversal, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0389196	1591167	0000701221		Cigna Global Holdings, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0111677	1591167	0000701221		Cigna International Corporation, Inc.	DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2610178	1591167	0000701221		Cigna International Services, Inc.	DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
							Cigna International Marketing (Thailand) Limited							
0901	Cigna Group		30-3087621	1591167	0000701221			THA	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CGO PARTICIPATOS LTDA.	BRA	NIA	Cigna Global Holdings, Inc.	Ownership	99.780	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		YCFM Servicios LTDA	BRA	NIA	Cigna Global Holdings, Inc.	Ownership	59.930	Cigna Corporation	
0901	Cigna Group		98-0210110	1591167	0000701221		Cigna Global Reinsurance Company, Ltd.	BMU	IA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-3009279	1591167	0000701221		Cigna Holdings Overseas, Inc.	DE	NIA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Bellevue Alpha LLC	DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hayat Sigorta, A.S.	TUR	IA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Alpha Cooperatief U.A.	NLD	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Beta B.V.	NLD	NIA	Cigna Nederland Alpha Cooperatief U.A.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Gamma B.V.	NLD	NIA	Cigna Nederland Beta B.V.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		AA-1240009	1591167	0000701221		Cigna Life Insurance Company of Europe S.A.-N.V.	BEL	IA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Europe Insurance Company S.A.-N.V.	BEL	IA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna European Services (UK) Limited	GBR	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CIGNA 2000 UK Pension LTD		NIA	Cigna European Services (UK) Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Health Solution India Pvt. Ltd.	IND	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna International Services Australia Pty Ltd	AUS	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Apac Holdings Limited	BMU	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Life Insurance New Zealand Limited	NZL	IA	Cigna Chestnut Holdings, Inc. Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Taiwan Life Assurance Company Limited	TWN	IA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hong Kong Holdings Company Limited	HKG	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Data Services (Shanghai) Company Limited	CHN	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna HLA Technology Services Limited	HKG	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide General Insurance Company Limited	HKG	IA	Cigna Hong Kong Holdings Company Limited	Ownership	97.500	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide Life Insurance Company Limited	HKG	IA	Cigna Hong Kong Holdings Company Limited	Ownership	97.500	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		PT GAR Indonesia	IDN	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.160	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		PT PGU Indonesia	IDN	NIA	PT GAR Indonesia	Ownership	99.990	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		RHP (Thailand) Limited	THA	NIA	Cigna Holdings Overseas, Inc.	Ownership	49.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Brokerage Services (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Brokerage & Marketing (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		KDM (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Insurance Public Company Limited	THA	IA	KDM Thailand Limited	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Global Insurance Company Limited	GGY	IA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International BVBA	BEL	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.990	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International Sdn. Bhd.	MYS	NIA	Cigna Hong Kong Holdings Company Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International, LLC	FL	NIA	Vanbreda International N.V. BVBA	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	90859	23-2088429	1591167	0000701221		Cigna Worldwide Insurance Company	DE	IA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		AA-5360003	1591167	0000701221		PT. Asuransi Cigna	IDN	IA	Cigna Worldwide Insurance Company	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Group Holdings Limited	GBR	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Group Limited	GBR	NIA	FirstAssist Group Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Administration Limited	GBR	NIA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Brighter Business Limited	GBR	NIA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Legal Protection Limited	GBR	NIA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Insurance Services (Europe) Limited	GBR	NIA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Market Street Residential Holdings LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Arborpoint at Market Street LLC	DE	NIA	Market Street Residential Holdings LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Market Street Retail Holdings LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	60.890	Cigna Corporation	
0901	Cigna Group		00-0000000				Market Street South LLC	DE	NIA	Market Street Retail Holdings LLC	Ownership	100.000	Cigna Corporation	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Perce-ntage	Ultimate Controlling Entity(ies)/Person(s)	*
...0901	Cigna Group		00-0000000				Diamondview Tower CM-CG LLC .....	..DE	...NIA	Cigna Affiliates Reality Investment Group LLC	Ownership.....	..90.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Mallory Square Partners I, LLC .....	..DE	...NIA	Cigna Affiliates Reality Investment Group LLC	Ownership.....	..80.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Houston Briar Forest Apartments Limited Partnership .....	..DE	...NIA	Cigna Affiliates Reality Investment Group LLC	Ownership.....	..80.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Finans EmeKililik Ve Hayat A.S. ....	..TUR	...NIA	Cigna Nederland Gamma, B.V.	Ownership.....	..51.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				CignaTTK Health Insurance Company Limited .....	..JND	...NIA	Cigna Holdings Overseas, Inc.	Ownership.....	..26.000	TTK (non-affiliate)	
...0901	Cigna Group		00-0000000				Newtown Partners II, LP .....	..MD	...NIA	Cigna Affiliates Reality Investment Group LLC	Ownership.....	..71.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Newtown Square GP LLC .....	..DE	...NIA	Cigna Affiliates Reality Investment Group LLC	Ownership.....	..50.000	Cigna Corporation and Newtown Square	
...0901	Cigna Group		06-1332401				CG LINA Pension Benefits Payments, Inc. ....	..DE	...NIA	Connecticut General Corporation	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				AFA Apartments Limited Partnership .....	..DE	...NIA	Cigna Affiliates Reality Investment Group LLC	Ownership.....	..85.000	Cigna Corporation	
...0901	Cigna Group		20-4266628				Home Physicians Management, LLC .....	..DE	...NIA	NewQuest, LLC	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				LINA Financial Service .....	..KOR	...NIA	LINA Life Insurance Company of Korea	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Korea Foundation .....	..KOR	...NIA	LINA Life Insurance Company of Korea	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna SAICO Benefits Services W.L.L. ....	..BHR	...NIA	Cigna Holdings Overseas, Inc.	Ownership.....	..50.000	Cigna Corporation and SAICO (non affiliate)	
...0901	Cigna Group		00-0000000				Cigna Chestnut Holdings, Ltd. ....	..GBR	...NIA	Cigna Apac Holdings Limited	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Alder Holdings, LLC .....	..DE	...NIA	Cigna Holdings Overseas, Inc.	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Linden Holdings, Inc. ....	..DE	...NIA	Cigna Holdings Overseas, Inc.	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Laurel Holdings, Ltd. ....	..BMU	...NIA	Cigna Linden Holdings, Inc.	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Magnolia Holdings, Ltd. ....	..BMU	...NIA	Cigna Holdings Overseas, Inc.	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Myrtle Holdings, Ltd. ....	..MLT	...NIA	Cigna Holdings Overseas, Inc.	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Elmwood Holdings, SPRL .....	..BEL	...NIA	Cigna Myrtle Holdings, Ltd.	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Poplar Holdings, Inc. ....	..DE	...NIA	Cigna Holdings Overseas, Inc.	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				SB-SNH LLC .....	..DE	...NIA	Cigna Affiliates Reality Investment Group LLC	Ownership.....	..85.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				680 Investors LLC .....	..CA	...NIA	SB-SNH LLC	Ownership.....	..85.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				685 New Hampshire LLC .....	..CA	...NIA	SB-SNH LLC	Ownership.....	..85.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				CGGL 18301 LLC .....	..DE	...NIA	Cigna Affiliates Reality Investment Group LLC	Ownership.....	..90.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Notch 8 Residential, L.L.C. ....	..DE	...NIA	Cigna Affiliated Realty Investment Group LLC	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Agua Mansa Partners, LLC .....	..DE	...NIA	Cigna Affiliated Realty Investment Group LLC	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				UVL, LLC .....	..DE	...NIA	Cigna Affiliated Realty Investment Group LLC	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				3601 North Fairfax Drive Associates, LLC ...	..DE	...NIA	Cigna Affilates Realty Investment Group LLC	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				222 Main Street CARING GP LLC .....	..DE	...NIA	Cigna Affiliates Realty Investment Group LLC	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				GRG Acquisitions LLC .....	..DE	...NIA	Connecticut General Life Insurance Company	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000				Cigna Sequoia Holdings SPRL .....	..BEL	...NIA	Cigna Global Holdings, Inc.	Ownership.....	..100.000	Cigna Corporation	

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

YES

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest point and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	329,895,723	139,077,212
2. Cost of bonds and stocks acquired	27,263,392	226,978,503
3. Accrual of discount	59,025	37,077
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	15,231
6. Deduct consideration for bonds and stocks disposed of	13,171,875	31,730,957
7. Deduct amortization of premium	1,667,661	4,481,343
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	342,378,604	329,895,723
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	342,378,604	329,895,723

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	232,033,431	267,724,291	210,424,236	(2,083,284)	287,250,202	0	0	232,033,431
2. NAIC 2 (a)	181,627,820	5,434,381	2,151,804	484,451	185,394,848	0	0	181,627,820
3. NAIC 3 (a)	573,865	0	0	90	573,955	0	0	573,865
4. NAIC 4 (a)	0	0	0	0	0	0	0	0
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	414,235,116	273,158,672	212,576,040	(1,598,743)	473,219,005	0	0	414,235,116
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	414,235,116	273,158,672	212,576,040	(1,598,743)	473,219,005	0	0	414,235,116

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$0 ; NAIC 2 \$0 ; NAIC 3 \$0 ;
NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	72,838,314	xxx	72,828,950	0	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	51,343,672	44,464,579
2. Cost of short-term investments acquired	142,895,844	730,308,877
3. Accrual of discount	7,082	10,048
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	(1,171)	(10,975)
6. Deduct consideration received on disposals	121,407,113	723,425,005
7. Deduct amortization of premium	0	3,852
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	72,838,314	51,343,672
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	72,838,314	51,343,672

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	32,996,219	159,374,177
2. Cost of cash equivalents acquired	102,999,437	125,374,042
3. Accrual of discount	2,814	2,402
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	15	562
6. Deduct consideration received on disposals	77,995,897	251,754,964
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	58,002,588	32,996,219
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	58,002,588	32,996,219

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

STATEMENT AS OF MARCH 31, 2014 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
64990E-LM-7	NEW YORK ST DORM AUTH ST PERSO 5.000% 02/15/17		.01/16/2014	Tax Free Exchange		5,447	5,000	105	1Z
64990E-LX-3	NEW YORK ST DORM AUTH ST PERSO 5.000% 02/15/16		.01/16/2014	Tax Free Exchange		263,306	250,000	5,243	1FE
64990E-LY-1	NEW YORK ST DORM AUTH ST PERSO 5.000% 02/15/17		.01/16/2014	Tax Free Exchange		859,007	790,000	16,568	1FE
650013-6P-5	NEW YORK ST TWY AUTH HWY & BRD 5.000% 04/01/17		.03/26/2014	Tax Free Exchange		36,326	35,000	851	1FE
650013-6Z-3	NEW YORK ST TWY AUTH HWY & BRD 5.000% 04/01/17		.03/26/2014	Tax Free Exchange		222,410	215,000	5,226	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						1,386,496	1,295,000	27,993	XXX
07330N-AJ-4	BRANCH BANKING & TRUST 2.850% 04/01/21		.02/27/2014	DEUTSCHE BANK CAPITAL		2,997,480	3,000,000	0	1FE
19416Q-E6-1	COLGATE PALMOLIVE CO. SERIES MTN 3.250% 03/15/24		.02/26/2014	CITIGROUP GLOBAL MARKETS		2,981,910	3,000,000	0	1FE
233851-BE-3	DAIMLER FINANCE NA LLC SERIES 144A 2.875% 03/10/21		.03/03/2014	BARCLAYS BANK PLC		3,992,440	4,000,000	0	1FE
24422E-SL-4	JOHN DEERE CAPITAL CORP 2.800% 03/04/21		.02/25/2014	CITIGROUP GLOBAL MARKETS		1,997,480	2,000,000	0	1FE
316773-C0-1	FIFTH THIRD BANCORP 2.300% 03/01/19		.02/25/2014	DEUTSCHE BANK CAPITAL		1,497,885	1,500,000	0	2FE
369604-B6-7	GENERAL ELECTRIC CO 3.375% 03/11/24		.03/07/2014	Various		1,484,085	1,500,000	94	1FE
38141G-VM-3	GOLDMAN SACHS GROUP INC 4.000% 03/03/24		.02/26/2014	GOLDMAN SACHS & COMPANY		996,980	1,000,000	0	1FE
445658-CD-7	JB HUNT TRANSPRT SVCS 3.850% 03/15/24		.03/03/2014	J.P. MORGAN SECURITIES INC.		999,000	1,000,000	0	2FE
446438-R6-0	HUNTINGTON NATIONAL BANK 2.200% 04/01/19		.02/26/2014	DEUTSCHE BANK CAPITAL		1,996,840	2,000,000	0	2FE
695114-CR-7	PACIFICORP 3.600% 04/01/24		.03/10/2014	DAIICHI KANGAROO SECURITIES		1,998,800	2,000,000	0	1FE
713448-OM-8	PEPSICO INC 3.600% 03/01/24		.02/25/2014	CITIGROUP GLOBAL MARKETS		1,996,500	2,000,000	0	1FE
74834L-AV-2	QUEST DIAGNOSTICS INC 4.250% 04/01/24		.03/12/2014	GOLDMAN SACHS & COMPANY		995,540	1,000,000	0	2FE
90131H-AA-3	21ST CENTURY FOX AMERICA 4.000% 10/01/23		.01/16/2014	Tax Free Exchange		994,066	1,000,000	11,778	2FE
94106L-AY-5	WASTE MANAGEMENT INC 2.900% 09/15/22		.03/07/2014	J.P. MORGAN SECURITIES INC.		947,890	1,000,000	14,258	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						25,876,896	26,000,000	26,130	XXX
8399997. Total - Bonds - Part 3						27,263,392	27,295,000	54,123	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						27,263,392	27,295,000	54,123	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						27,263,392	XXX	54,123	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues 0

STATEMENT AS OF MARCH 31, 2014 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2		3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
											11	12	13	14	15							
CUSIP Ident-ification	Description		For-ign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
3620A7-HD-0	GN POOL 721228	5.000% 02/15/40		03/01/2014	Paydown		21,620	21,620	22,587	22,560	.0	(940)	.0	(940)	.0	21,620	.0	.0	.0	194	02/15/2040	1
3620A7-SN-6	GN POOL 721525	5.000% 02/15/40		03/01/2014	Paydown		2,805	2,805	2,932	2,928	.0	(123)	.0	(123)	.0	2,805	.0	.0	.0	23	02/15/2040	1
3620AK-FV-3	GN POOL 731980	5.000% 05/15/40		03/01/2014	Paydown		43,506	43,506	45,505	45,440	.0	(1,934)	.0	(1,934)	.0	43,506	.0	.0	.0	194	05/15/2040	1
3620AL-QU-1	GN POOL 733167	5.000% 05/15/40		03/01/2014	Paydown		968	968	1,006	1,005	.0	(37)	.0	(37)	.0	968	.0	.0	.0	8	05/15/2040	1
36295Q-LB-4	GN POOL 677222	5.500% 08/15/38		03/01/2014	Paydown		882	882	915	914	.0	(32)	.0	(32)	.0	882	.0	.0	.0	9	08/15/2038	1
	GNR SERIES 2006-17 CLASS KN	5.750% 04/20/36																				
38374M-X5-3				03/01/2014	Paydown		9,063	9,063	9,645	9,617	.0	(554)	.0	(554)	.0	9,063	.0	.0	.0	85	04/20/2036	1
	GNR SERIES 2009-117 CLASS UA	4.000%																				
38376P-XH-8	08/16/39			03/01/2014	Paydown		6,950	6,950	7,132	7,078	.0	(128)	.0	(128)	.0	6,950	.0	.0	.0	45	08/16/2039	1
	GNR SERIES 2010-75 CLASS NA	4.500% 02/20/35																				
38377G-MX-4				03/01/2014	Paydown		29,455	29,455	31,047	30,217	.0	(763)	.0	(763)	.0	29,455	.0	.0	.0	212	02/20/2035	1
912828-KF-6	US TREASURY N/B	1.875% 02/28/14		02/28/2014	Maturity		200,000	200,000	205,188	200,271	.0	(271)	.0	(271)	.0	200,000	.0	.0	.0	1,875	02/28/2014	1
0599999. Subtotal - Bonds - U.S. Governments							315,249	315,249	325,957	320,030	0	(4,782)	0	(4,782)	0	315,249	0	0	0	2,645	XXX	XXX
20772G-4K-1	CONNECTICUT ST	5.000% 01/01/14		01/01/2014	Maturity		1,000,000	1,000,000	1,123,460	1,000,000	.0	.0	.0	.0	.0	1,000,000	.0	.0	.0	25,000	01/01/2014	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions							1,000,000	1,000,000	1,123,460	1,000,000	0	0	0	0	0	1,000,000	0	0	0	25,000	XXX	XXX
	OKLAHOMA CITY OKLA FOR ISSUES 2005	5.000%																				
678519-ED-7	03/01/14			03/01/2014	Maturity		250,000	250,000	281,243	251,627	.0	(1,627)	.0	(1,627)	.0	250,000	.0	.0	.0	6,250	03/01/2014	1FE
2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions							250,000	250,000	281,243	251,627	0	(1,627)	0	(1,627)	0	250,000	0	0	0	6,250	XXX	XXX
3128CU-IV-5	FG POOL G30372	5.000% 09/01/27		03/01/2014	Paydown		6,551	6,551	6,925	6,904	.0	(353)	.0	(353)	.0	6,551	.0	.0	.0	54	09/01/2027	1
3128M5-KII-9	FG POOL G03609	5.500% 10/01/37		03/01/2014	Paydown		27,437	27,437	29,598	29,520	.0	(2,083)	.0	(2,083)	.0	27,437	.0	.0	.0	229	10/01/2037	1
3128M6-KX-5	FG POOL G04510	5.000% 02/01/36		03/01/2014	Paydown		6,295	6,295	6,545	6,535	.0	(240)	.0	(240)	.0	6,295	.0	.0	.0	50	02/01/2036	1
3128M6-M8-8	FG POOL G04583	6.000% 08/01/38		03/01/2014	Paydown		7,076	7,076	7,594	7,571	.0	(496)	.0	(496)	.0	7,076	.0	.0	.0	72	08/01/2038	1
3128M6-K7-1	FG POOL G12818	6.000% 10/01/22		03/01/2014	Paydown		2,103	2,103	2,130	2,126	.0	(23)	.0	(23)	.0	2,103	.0	.0	.0	20	10/01/2022	1
3128M6-KM-8	FG POOL G12800	5.000% 12/01/21		03/01/2014	Paydown		1,025	1,025	1,004	1,008	.0	.17	.0	.17	.0	1,025	.0	.0	.0	8	12/01/2021	1
3128M6-ZJ-9	FG POOL G13245	5.500% 08/01/23		03/01/2014	Paydown		8,938	8,938	9,536	9,469	.0	(531)	.0	(531)	.0	8,938	.0	.0	.0	75	08/01/2023	1
3128MJ-RJ-1	FG POOL G08488	3.500% 04/01/42		03/01/2014	Paydown		12,399	12,399	12,674	12,668	.0	(269)	.0	(269)	.0	12,399	.0	.0	.0	71	04/01/2042	1
3128MM-CP-2	FG POOL G18205	6.000% 09/01/22		03/01/2014	Paydown		810	810	820	818	.0	(8)	.0	(8)	.0	810	.0	.0	.0	7	09/01/2022	1
3128PJ-XG-7	FG POOL J06979	5.500% 02/01/23		03/01/2014	Paydown		2,335	2,335	2,502	2,482	.0	(147)	.0	(147)	.0	2,335	.0	.0	.0	21	02/01/2023	1
3128PP-UF-8	FG POOL J10582	4.500% 09/01/24		03/01/2014	Paydown		3,998	3,998	4,154	4,139	.0	(141)	.0	(141)	.0	3,998	.0	.0	.0	30	09/01/2024	1
3128PP-VB-6	FG POOL J10610	4.500% 08/01/24		03/01/2014	Paydown		572	572	585	583	.0	(11)	.0	(11)	.0	572	.0	.0	.0	4	08/01/2024	1
3128PQ-NJ-1	FG POOL J11303	4.500% 12/01/24		03/01/2014	Paydown		7,571	7,571	7,865	7,835	.0	(264)	.0	(264)	.0	7,571	.0	.0	.0	57	12/01/2024	1
3128PQ-UU-3	FG POOL J11495	4.500% 02/01/25		03/01/2014	Paydown		27,513	27,513	28,596	28,492	.0	(979)	.0	(979)	.0	27,513	.0	.0	.0	201	02/01/2025	1
3128PQ-III-7	FG POOL J11561	4.500% 01/01/25		03/01/2014	Paydown		40,000	40,000	41,750	41,566	.0	(1,566)	.0	(1,566)	.0	40,000	.0	.0	.0	293	01/01/2025	1
3128PR-4M-8	FG POOL J12628	4.500% 07/01/25		03/01/2014	Paydown		9,901	9,901	10,532	10,463	.0	(562)	.0	(562)	.0	9,901	.0	.0	.0	66	07/01/2025	1
3128PR-RV-3	FG POOL J12300	4.000% 05/01/25		03/01/2014	Paydown		11,300	11,300	11,655	11,627	.0	(326)	.0	(326)	.0	11,300	.0	.0	.0	92	05/01/2025	1
3128PU-C8-3	FG POOL J14595	3.500% 03/01/26		03/01/2014	Paydown		21,243	21,243	21,107	21,114	.0	129	.0	129	.0	21,243	.0	.0	.0	136	03/01/2026	1
31292L-F6-7	FG POOL C03789	4.000% 03/01/42		03/01/2014	Paydown		48,390	48,390	50,915	50,853	.0	(2,463)	.0	(2,463)	.0	48,390	.0	.0	.0	285	03/01/2042	1
312936-3M-7	FG POOL A89804	5.000% 11/01/39		03/01/2014	Paydown		14,655	14,655	15,292	15,270	.0	(615)	.0	(615)	.0	14,655	.0	.0	.0	170	11/01/2039	1
312938-3A-9	FG POOL A90793	5.000% 01/01/40		03/01/2014	Paydown		30,658	30,658	31,990	31,944	.0	(1,286)	.0	(1,286)	.0	30,658	.0	.0	.0	199	01/01/2040	1
312938-XS-7	FG POOL A90689	5.000% 01/01/40		03/01/2014	Paydown		12,244	12,244	12,775	12,757	.0	(514)	.0	(514)	.0	12,244	.0	.0	.0	61	01/01/2040	1
312939-JN-2	FG POOL A91169	5.500% 02/01/40		03/01/2014	Paydown		1,317	1,317	1,393	1,391	.0	(74)	.0	(74)	.0	1,317	.0	.0	.0	12	02/01/2040	1
31294L-6V-0	FG POOL E02684	4.500% 03/01/25		03/01/2014	Paydown		15,552	15,552	16,165	16,109	.0	(557)	.0	(557)	.0	15,552	.0	.0	.0	103	03/01/2025	1
31323D-BF-8	FG POOL Q00038	4.500% 04/01/41		03/01/2014	Paydown		10,334	10,334	10,478	10,474	.0	(140)	.0	(140)	.0	10,334	.0	.0	.0	109	04/01/2041	1
31326E-FE-5	FG POOL Q01065	4.500% 06/01/41		03/01/2014	Paydown		12,821	12,821	13,000	12,995	.0	(174)	.0	(174)	.0	12,821	.0	.0	.0	130	06/01/2041	1
31326F-KH-9	FG POOL Q02096	4.500% 07/01/41		03/01/2014	Paydown		2,378	2,378	2,468	2,466	.0	(88)	.0	(88)	.0	2,378	.0	.0	.0	16	07/01/2041	1
31326K-6P-6	FG POOL Q04778	4.000% 11/01/41		03/01/2014	Paydown		56,352	56,352	59,473	59,403	.0	(

STATEMENT AS OF MARCH 31, 2014 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
31395W-NJ-2	FHR SERIES 3002 CLASS YD 4.500% 07/15/25		03/01/2014	Paydown		5,416	5,416	5,662	5,644	.0	(228)	.0	(228)	.0	5,416	.0	.0	.0	.37	07/15/2025	1
31396L-BW-9	FNR SERIES 2006-93 CLASS BA 5.500% 07/25/33		03/01/2014	Paydown		6,981	6,981	7,405	7,089	.0	(108)	.0	(108)	.0	6,981	.0	.0	.0	.62	07/25/2033	1
31397B-6R-7	FHR SERIES 3211 CLASS MH 5.000% 09/15/26		03/01/2014	Paydown		17,694	17,694	18,893	18,804	.0	(1,110)	.0	(1,110)	.0	17,694	.0	.0	.0	.136	09/15/2026	1
31398M-4P-8	FNR SERIES 2010-32 CLASS PL 5.000% 07/25/39		03/01/2014	Paydown		11,722	11,722	12,370	11,991	.0	(269)	.0	(269)	.0	11,722	.0	.0	.0	.96	07/25/2039	1
31398M-ZJ-8	FNR SERIES 2010-23 CLASS AB 2.000% 12/25/18		03/01/2014	Paydown		8,351	8,351	8,322	8,328	.0	23	.0	23	.0	8,351	.0	.0	.0	.28	12/25/2018	1
31398M-ZY-5	FNR SERIES 2010-23 CLASS HA 2.000% 10/25/18		03/01/2014	Paydown		7,353	7,353	7,300	7,313	.0	40	.0	40	.0	7,353	.0	.0	.0	.23	10/25/2018	1
31398R-UL-7	FNR SERIES 2010-54 CLASS PA 4.500% 04/25/39		03/01/2014	Paydown		14,056	14,056	14,816	14,372	.0	(316)	.0	(316)	.0	14,056	.0	.0	.0	.94	04/25/2039	1
31398W-LZ-5	FHR SERIES 3636 CLASS EB 2.000% 11/15/18		03/01/2014	Paydown		9,649	9,649	9,652	9,649	.0	.1	.0	.1	.0	9,649	.0	.0	.0	.32	11/15/2018	1
31402R-RN-1	FN POOL 735893 5.000% 10/01/35		03/01/2014	Paydown		9,792	9,792	10,445	10,423	.0	(630)	.0	(630)	.0	9,792	.0	.0	.0	.76	10/01/2035	1
31407J-2D-3	FN POOL 832472 5.500% 09/01/35		03/01/2014	Paydown		12,492	12,492	13,371	13,340	.0	(847)	.0	(847)	.0	12,492	.0	.0	.0	.62	09/01/2035	1
31408A-F3-6	FN POOL 850786 5.500% 01/01/21		03/01/2014	Paydown		925	925	923	922	.0	.3	.0	.3	.0	925	.0	.0	.0	.6	01/01/2021	1
31409A-DR-7	FN POOL 865112 5.500% 01/01/21		03/01/2014	Paydown		1,526	1,526	1,522	1,522	.0	.4	.0	.4	.0	1,526	.0	.0	.0	.11	01/01/2021	1
31410K-EY-6	FN POOL 889451 6.000% 05/01/38		03/01/2014	Paydown		9,656	9,656	10,372	10,349	.0	(693)	.0	(693)	.0	9,656	.0	.0	.0	.81	05/01/2038	1
31410K-XL-3	FN POOL 889983 6.000% 10/01/38		03/01/2014	Paydown		9,440	9,440	10,041	10,015	.0	(574)	.0	(574)	.0	9,440	.0	.0	.0	.88	10/01/2038	1
31410K-XY-5	FN POOL 889995 5.500% 09/01/38		03/01/2014	Paydown		7,885	7,885	8,292	8,273	.0	(388)	.0	(388)	.0	7,885	.0	.0	.0	.68	09/01/2038	1
31412Q-KD-0	FN POOL 931892 4.500% 09/01/24		03/01/2014	Paydown		3,853	3,853	4,017	4,003	.0	(150)	.0	(150)	.0	3,853	.0	.0	.0	.28	09/01/2024	1
31413K-AH-4	FN POOL 947408 6.000% 10/01/22		03/01/2014	Paydown		1,382	1,382	1,401	1,398	.0	(16)	.0	(16)	.0	1,382	.0	.0	.0	.14	10/01/2022	1
31414A-TF-9	FN POOL 960550 5.500% 01/01/38		03/01/2014	Paydown		8,377	8,377	8,948	8,990	.0	(553)	.0	(553)	.0	8,377	.0	.0	.0	.75	01/01/2038	1
31416C-E2-8	FN POOL 995753 4.500% 05/01/24		03/01/2014	Paydown		16,338	16,338	17,263	17,184	.0	(846)	.0	(846)	.0	16,338	.0	.0	.0	.110	05/01/2024	1
31416P-M6-1	FN POOL AA5780 4.500% 04/01/39		03/01/2014	Paydown		3,106	3,106	3,223	3,218	.0	(112)	.0	(112)	.0	3,106	.0	.0	.0	.24	04/01/2039	1
31417Y-DV-6	FN POOL MA0115 4.500% 07/01/29		03/01/2014	Paydown		11,066	11,066	11,672	11,636	.0	(570)	.0	(570)	.0	11,066	.0	.0	.0	.78	07/01/2029	1
31417Y-RC-3	FN POOL MA0482 4.000% 08/01/25		03/01/2014	Paydown		5,291	5,291	5,557	5,535	.0	(244)	.0	(244)	.0	5,291	.0	.0	.0	.33	08/01/2025	1
31418M-2L-5	FN POOL AD0778 4.500% 01/01/25		03/01/2014	Paydown		24,924	24,924	26,026	25,916	.0	(993)	.0	(993)	.0	24,924	.0	.0	.0	.177	01/01/2025	1
31418P-VF-6	FN POOL AD2509 4.500% 04/01/25		03/01/2014	Paydown		22,021	22,021	22,947	22,851	.0	(830)	.0	(830)	.0	22,021	.0	.0	.0	.119	04/01/2025	1
31418Q-PD-9	FN POOL AD3119 4.500% 04/01/40		03/01/2014	Paydown		12,106	12,106	12,456	12,444	.0	(339)	.0	(339)	.0	12,106	.0	.0	.0	.76	04/01/2040	1
31418U-V5-7	FN POOL AD7031 4.500% 06/01/25		03/01/2014	Paydown		3,988	3,988	4,130	4,121	.0	(133)	.0	(133)	.0	3,988	.0	.0	.0	.30	06/01/2025	1
349515-LH-7	FORT WORTH TEX WTR & SWR REV DS 2010 5.000% 02/15/14		02/15/2014	Maturity		1,280,000	1,280,000	1,439,846	1,285,372	.0	(5,372)	.0	(5,372)	.0	1,280,000	.0	.0	.0	.32,000	02/15/2014	1FE
649902-VU-4	NEW YORK ST DORM AUTH ST PERS SERIES 2009-A 5.000% 02/15/16		01/16/2014	Tax Free Exchange		263,306	250,000	285,218	263,564	.0	(258)	.0	(258)	.0	263,306	.0	.0	.0	.5,243	02/15/2016	1FE
649902-VV-2	NEW YORK ST DORM AUTH ST PERS SERIES 2009-A 5.000% 02/15/17		01/16/2014	Tax Free Exchange		864,454	795,000	923,299	865,360	.0	(906)	.0	(906)	.0	864,454	.0	.0	.0	.16,673	02/15/2017	1FE
650013-S6-3	NEW YORK ST THY AUTH HWY & BRD SERIES 2005-B 5.000% 04/01/17		03/26/2014	Tax Free Exchange		258,736	250,000	274,930	260,058	.0	(1,323)	.0	(1,323)	.0	258,736	.0	.0	.0	.6,076	04/01/2017	1FE
873519-MJ-8	TACOMA WASH ELEC SYS REV REV BDS 2010-A 4.000% 01/01/14		01/01/2014	Maturity		500,000	500,000	544,130	500,000	.0	.0	.0	.0	.0	500,000	.0	.0	.0	.10,000	01/01/2014	1FE
3199999	Subtotal - Bonds - U.S. Special Revenues					3,936,512	3,845,016	4,271,632	3,973,647	0	(37,135)	0	(37,135)	0	3,936,512	0	0	0	.75,413	XXX	XXX
071813-AZ-2	BAXTER INTERNATIONAL INC SR NT 4%14 4.000% 03/01/14		03/01/2014	Maturity		269,000	269,000	282,013	269,545	.0	(545)	.0	(545)	.0	269,000	.0	.0	.0	.5,380	03/01/2014	1FE
07383F-3X-4	BSCMS SERIES 2005-PIW7 CLASS A2 4.945% 02/11/41		03/01/2014	Paydown		5,064	5,064	5,001	5,051	.0	.13	.0	.13	.0	5,064	.0	.0	.0	.187	02/11/2041	1FM
10138M-AH-8	BOTTLING GROUP LLC GTD SRNT 6.95%14 6.950% 03/15/14		03/15/2014	Maturity		650,000	650,000	755,714	655,480	.0	(5,480)	.0	(5,480)	.0	650,000	.0	.0	.0	.22,588	03/15/2014	1FE
20825C-AS-3	CONOCOPHILLIPS GTD NT 4.75%14 4.750% 02/01/14		02/01/2014	Maturity		132,000	132,000	142,436	132,226	.0	(226)	.0	(226)	.0	132,000	.0	.0	.0	.3,135	02/01/2014	1FE
263534-BV-0	EI DU PONT DE NEMOURS & CO NT 5.875%14 5.875% 01/15/14		01/15/2014	Maturity Redemption 100.0000		119,000	119,000	132,852	119,142	.0	(142)	.0	(142)	.0	119,000	.0	.0	.0	.3,496	01/15/2014	1FE
29481#-AB-9	ERGON INC. SENIOR NOTES 5.170% 02/10/15 02/10/2014		02/10/2014			562,500	562,500	584,296	572,517	.0	(10,017)	.0	(10,017)	.0	562,500	.0	.0	.0	.7,270	02/10/2015	2FE
33632*-UE-5	FIRST SECURITY BANK OF UTAH 8.036% 09/28/15		03/28/2014	Various		712,162	712,162	789,840	767,302	.0	(55,140)	.0	(55,140)	.0	712,162	.0	.0	.0	.28,615	09/28/2015	1
428236-AT-0	HEWLETT-PACKARD CO 6.125% 03/01/14		03/01/2014	Maturity		100,000	100,000	111,975	100,465	.0	(465)	.0	(465)	.0	100,000	.0	.0	.0	.3,063	03/01/2014	2FE

STATEMENT AS OF MARCH 31, 2014 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
43813T-AD-5	HAROT SERIES 2011-1 CLASS A4 1.800%		03/15/2014	Paydown		110,905	110,905	110,875	110,900	.0	.5	.0	.5	.0	110,905	.0	.0	.0	329	04/17/2017	1FE
532457-BE-7	ELI LILLY & CO 4.200% 03/06/14		03/06/2014	Maturity		750,000	750,000	799,898	752,286	.0	(2,286)	.0	(2,286)	.0	750,000	.0	.0	.0	15,750	03/06/2014	1FE
59022H-FV-9	MLMT SERIES 2005-MKB2 CLASS A2 4.806%		01/01/2014	Paydown		129	129	128	129	.0	.0	.0	.0	.0	129	.0	.0	.0	1	09/12/2042	1FM
59156R-AW-8	METLIFE INC SR NT 2.375%14 2.375% 02/06/14		02/06/2014	Maturity		500,000	500,000	501,118	500,022	.0	(22)	.0	(22)	.0	500,000	.0	.0	.0	5,938	02/06/2014	1FE
62963#-AE-1	NRP OPERATING LLC SERIES E SENIOR NOTES 5.820% 03/28/24		03/28/2014	Redemption 100.0000		66,667	66,667	72,183	71,557	.0	(4,891)	.0	(4,891)	.0	66,667	.0	.0	.0	1,940	03/28/2024	2
62963#-AF-8	NRP OPERATING LLC SERIES F SENIOR NOTES 8.380% 03/25/19		03/25/2014	Various		428,571	428,571	497,405	483,430	.0	(54,859)	.0	(54,859)	.0	428,571	.0	.0	.0	17,957	03/25/2019	2
652482-CH-1	NEWS AMERICA INC SERIES 144A 4.000%		10/01/23	Tax Free Exchange		994,066	1,000,000	993,970	994,044	.0	22	.0	22	.0	994,066	.0	.0	.0	11,778	10/01/2023	2FE
655664-AM-2	NORDSTROM INC 6.750% 06/01/14		01/08/2014	Call 102.4369		2,048,738	2,000,000	2,136,250	2,049,969	.0	(1,231)	.0	(1,231)	.0	2,048,738	.0	.0	.0	13,875	06/01/2014	1FE
742741-AA-9	PROCTER & GAMBLE CO- ESOP SERIES A 9.360%		01/01/2014	Redemption 100.0000		23,393	23,393	30,988	30,115	.0	(6,722)	.0	(6,722)	.0	23,393	.0	.0	.0	1,095	01/01/2021	1FE
86357V-AE-9	SETS TRUST SERIES 1999-5 144A 6.180%		02/15/2014	Redemption 100.0000		119,758	119,758	128,560	127,281	.0	(7,523)	.0	(7,523)	.0	119,758	.0	.0	.0	3,701	02/15/2019	1FE
89235U-AD-5	TAOT SERIES 2010-C CLASS A4 1.090% 12/15/14		02/15/2014	Paydown		64,443	64,443	64,432	64,442	.0	.0	.0	.0	.0	64,443	.0	.0	.0	97	12/15/2014	1FE
92966*-AG-4	WABASH VALLEY POWER ASSOC 6.140% 01/31/28		01/31/2014	Redemption 100.0000		13,718	13,718	17,088	16,932	.0	(3,214)	.0	(3,214)	.0	13,718	.0	.0	.0	211	01/31/2028	1
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						7,670,114	7,627,310	8,157,022	7,822,835	0	(152,723)	0	(152,723)	0	7,670,114	0	0	0	146,406	XXX	XXX
8399997. Total - Bonds - Part 4						13,171,875	13,037,575	14,159,314	13,368,139	0	(196,267)	0	(196,267)	0	13,171,875	0	0	0	255,714	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						13,171,875	13,037,575	14,159,314	13,368,139	0	(196,267)	0	(196,267)	0	13,171,875	0	0	0	255,714	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						13,171,875	XXX	14,159,314	13,368,139	0	(196,267)	0	(196,267)	0	13,171,875	0	0	0	255,714	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
					First Month	Second Month	Third Month	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date				*
JPM Chase New York, NY		0.000	0	0	1,504,135	313,601	2,196,612	XXX
Amegy Bank Houston, TX		0.000	432	0	139,371,492	146,351,539	47,739,409	XXX
Bank of America Various		0.000	1,291	0	13,125,883	7,707,009	4,012,036	XXX
Regions Bank Nashville, TN		0.000	0	0	135,807,726	139,138,519	6,629,502	XXX
Wells Fargo Baltimore, MD		0.000	0	0	32,687,249	29,265,839	12,770,145	XXX
.....		0.000	0	0	0	0	0	XXX
.....		0.000	0	0	0	0	0	XXX
.....		0.000	0	0	0	0	0	XXX
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	1,723	0	322,496,486	322,776,508	73,347,703	XXX
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	1,723	0	322,496,486	322,776,508	73,347,703	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
.....								
.....								
.....								
.....								
0599999. Total - Cash	XXX	XXX	1,723	0	322,496,486	322,776,508	73,347,703	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]



SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2014 OF THE HealthSpring Life & Health Insurance Company, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code 0901

NAIC Company Code 12902

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	115,065,418	XXX	0	XXX	115,065,418
2. Earned Premiums	115,465,165	XXX	0	XXX	XXX
3. Claims Paid	81,405,033	XXX	0	XXX	81,405,033
4. Claims Incurred	127,867,085	XXX	0	XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX	0	XXX	0	0
6. Aggregate Policy Reserves - Change	0	XXX	0	XXX	XXX
7. Expenses Paid	12,465,568	XXX	0	XXX	12,465,568
8. Expenses Incurred	18,366,614	XXX	0	XXX	XXX
9. Underwriting Gain or Loss	(30,768,534)	XXX	0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	21,194,818

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ 1,749,576 due from CMS or \$ 0 due to CMS